

SUPREME COURT OF ARIZONA

STATE OF ARIZONA *ex rel.* MARK
BRNOVICH, Attorney General,

Petitioner,

v.

SUSAN BITTER SMITH,

Respondent.

Case No.:

APPENDIX TO PETITION FOR SPECIAL ACTION

VOLUME II

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VOLUME I

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1	7	A.A.C. R14-2-801 to 806	http://apps.azsos.gov/public_services/Title_14/14-02.pdf
2	13	ACC meeting dates	http://www.azcc.gov/Divisions/Administration/Meetings/Agendas/2013/2013openmeetings.asp
3	15	FCC FAQ on VoIP	https://www.fcc.gov/encyclopedia/voice-over-internet-protocol-voip
4	23	Bitter Smith interview 10/7/2015	
5	171	Novak 10/28 Ltr. and Exhibits (incl. Cox bill, and Bitter Smith letter identifying SWCCA relationship)	
6	186	Cox Website showing bundle	https://www.cox.com/residential/phone.html?campcode=splash_phone_learn3_3
7	191	Comcast website showing bundle	http://www.xfinity.com/locations/arizona/tucson.html
8	199	Suddenlink website showing bundle	http://www.suddenlink.com/totalhome
9	202	Time Warner website showing bundle	https://www.timewarnercable.com/en/residential.html
10	206	Cox Arizona Telcom LLC transfer of CC&N	http://images.edocket.azcc.gov/docketpdf/0000034230.pdf
11	211	Cox Arizona Telcom merger	
12	218	Cox Arizona Telcom articles of correction	
13	225	ACC Decision granting CC&N to Comcast Phone	http://images.edocket.azcc.gov/docketpdf/0000071564.pdf
14	237	ACC Decision granting CC&N to Mercury Voice & Data, LLC	http://images.edocket.azcc.gov/docketpdf/0000107844.pdf

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15	254	ACC Decision granting CC&N to Time Warner Cable Information Services (Arizona), LLC	http://images.edocket.azcc.gov/docketpdf/0000100345.pdf
16	269	ACC Decision granting CC&N to Time Warner Cable Business LLC	http://images.edocket.azcc.gov/docketpdf/0000154999.pdf
17	280	Cox Tariff	http://www.cox.com/wcm/en/aboutus/datasheet/regulatory/az-tariff-local-and-toll.pdf?d=512 Accessible from: http://www.azcc.gov/Divisions/Utilities/Tariff/util-tariffs-telecom.asp under Cox Arizona Telcom, L.L.C., then “Local Exchange Service”
18	519	ACC Decision No. 74848 – Universal Service Fund	http://images.edocket.azcc.gov/docketpdf/0000159370.pdf
19	525	Solix, Remittance Worksheet Instructions for Arizona USF	www.solixinc.com/internet/WorkArea/DownloadAsset.aspx?id=5506
20	537	SOS Principal/Public Body Registrations for CoxCom and Cox Communications Arizona	
21	571	CoxCom Merger filing	
22	581	ACC 11/13/2015 Response to Public Records Request	
23	616	<i>Cox v. Sprint</i> Corporate disclosure for Cox AZ Telcom	https://www.pacer.gov/ (login required)
24	620	<i>Cox v. Tempe</i> Corporate disclosure for CCA	https://www.pacer.gov/ (login required)
25	624	<i>Cox v. Sprint</i> Corporate disclosure for CCA	https://www.pacer.gov/ (login required)

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26	628	Excerpt of SWCCA Bylaws	
27	632	List of SWCCA directors	http://www.swcable.org/board-of-directors.html
28	635	Novak 10-15-2015 Letter	
29	649	FCC.gov website showing Cox Communications Arizona	https://apps.fcc.gov/coals/forms/search/cableSearchNf.cfm
30	651	FCC.gov website showing Comcast of Arizona	https://apps.fcc.gov/coals/forms/search/cableSearchNf.cfm
31	653	FCC.gov website showing NPG Cable, LLC	https://apps.fcc.gov/coals/forms/search/cableSearchNf.cfm
32	655	FCC.gov website showing Time Warner Cable Pacific West LLC	https://apps.fcc.gov/coals/forms/search/cableSearchNf.cfm

VOLUME II

33	663	SWCCA 2014 Form 990	
34	689	SWCCA 2013 Form 990	
35	715	SWCCA SOS Report 2014	http://apps.azsos.gov/scripts/Lobbyist_Search.dll/ZoomPPB_REP?PPB_ID=100116&REP_YEAR=2014
36	717	SWCCA SOS Report 2013	http://apps.azsos.gov/scripts/Lobbyist_Search.dll/ZoomPPB_REP?PPB_ID=100116&REP_YEAR=2012
37	719	Ryan Complaint (without exhibits)	
38	746	Ryan Supplemental Complaint	
39	758	Black's Law Dictionary	
40	760	American Heritage Dictionary	
41	762	Novak 11-06-2015 Letter	

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42	772	Bitter Smith Connect America Letter	http://www.swys.org/filings/id/6017608692 https://prodnet.www.neca.org/publicationsdocs/wwwpdf/32014sl.pdf
43	774	House Minutes for SB1402, SB1403 in 2012	http://www.azleg.gov/legtext/50leg/2R/comm_min/House/030812%20TRANS.PDF
44	782	Cox Arizona Telcom LLC Docket	http://edocket.azcc.gov/Search/DocketDetailSearch?CompanyId=672
45	825	Comcast & Time Warner Request for Waiver	http://images.edocket.azcc.gov/docketpdf/0000153877.pdf
46	849	Notification by Mercury Voice & Data identifying Cequel Corporation as parent	http://images.edocket.azcc.gov/docketpdf/0000160940.pdf
47	856	Notification by NPG Cable to City of Flagstaff	http://www.flagstaff.az.gov/DocumentCenter/Home/View/13211
48	865	ACC Supp. Pub. Records Response 11/25/2015	
49	873	ACC website discussing complaint process	http://www.azcc.gov/divisions/utilities/cons/index.asp
50	876	ACC Decision Denying R14-2-806 Waiver for Cox	http://images.edocket.azcc.gov/docketpdf/0000088195.pdf
51	891	Time Warner Cable information docket	http://edocket.azcc.gov/Search/DocketDetailSearch?CompanyId=2896
52	897	ACC Connect America letter	http://apps.fcc.gov/ecfs/document/view;jsessionid=V1XkJMGLNytnpMJrPNnGT6B4sJR7nh2y7Z5xSwkhv7m12lnvgXzp!835977080!537553839?id=60000975761
53	900	John Wolfe Cox Bio	http://newsroom.cox.com/index.php?s=34171&item=783
54	903	Cox motion for reconsideration	http://images.edocket.azcc.gov/docketpdf/0000089399.pdf

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55	906	Cox vote where Bitter Smith recused	http://images.edocket.azcc.gov/docketpdf/0000152814.pdf
56	915	Cox vote where Bitter Smith did not recuse	http://images.edocket.azcc.gov/docketpdf/0000148360.pdf
57	922	Mercury Voice & Data vote where Bitter Smith did not recuse	http://images.edocket.azcc.gov/docketpdf/0000162144.pdf
58	928	ACC Decision re: Qwest Corporation d/b/a CenturyLink, QC	http://images.edocket.azcc.gov/docketpdf/0000165916.pdf

EXHIBIT 33

Return of Organization Exempt From Income Tax

OMB No 1545-0047

2014

Open to Public Inspection

Department of the Treasury
Internal Revenue Service

Under section 501(c), 527, or 4947(a)(1) of the Internal Revenue Code (except private foundations)

▶ Do not enter social security numbers on this form as it may be made public.

▶ Information about Form 990 and its instructions is at www.irs.gov/form990.

A For the 2014 calendar year, or tax year beginning 2014, and ending 2014

B Check if applicable:
 Address change
 Name change
 Initial return
 Final return/terminated
 Amended return
 Application pending

C Name of organization Southwest Cable Communications Association
 Doing business as _____
 Number and street (or P O box if mail is not delivered to street address) Room/suite
4350 E. Camelback Rd. G-200
 City or town, state or province, country, and ZIP or foreign postal code
Phoenix, AZ 85018

D Employer identification number
86-0279918

E Telephone number
602-955-4122

G Gross receipts \$ _____

F Name and address of principal officer Susan Bitter Smith
4350 E. Camelback Rd. #G-200, Phoenix, AZ 85018

H(a) Is this a group return for subordinates? Yes No
H(b) Are all subordinates included? Yes No
 If "No," attach a list (see instructions)

I Tax-exempt status 501(c)(3) 501(c) (6) (insert no) 4947(a)(1) or 527

J Website: ▶ www.swcable.org

K Form of organization Corporation Trust Association Other ▶

L Year of formation 1964 **M** State of legal domicile AZ

Part I Summary

Activities & Governance	1	Briefly describe the organization's mission or most significant activities: <u>To foster and promote the development of cable television service.</u>		
	2	Check this box <input type="checkbox"/> if the organization discontinued its operations or disposed of more than 25% of its net assets.		
	3	Number of voting members of the governing body (Part VI, line 1a)	<u>3</u>	<u>20</u>
	4	Number of independent voting members of the governing body (Part VI, line 1b)	<u>4</u>	<u>0</u>
	5	Total number of individuals employed in calendar year 2014 (Part V, line 2a)	<u>5</u>	<u>1</u>
	6	Total number of volunteers (estimate if necessary)	<u>6</u>	<u>30</u>
	7a	Total unrelated business revenue from Part VIII, column (C), line 12	<u>7a</u>	
b	Net unrelated business taxable income from Form 990-T, line 34	<u>7b</u>		
Revenue	8	Contributions and grants (Part VIII, line 1h)	<u>314657</u>	<u>308789</u>
	9	Program service revenue (Part VIII, line 2g)	<u>75045</u>	<u>76045</u>
	10	Investment income (Part VIII, column (A), lines 3, 4, and 7d)	<u>3221</u>	<u>6779</u>
	11	Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)		
	12	Total revenue—add lines 8 through 11 (must equal Part VIII, column (A), line 12)	<u>392923</u>	<u>391613</u>
Expenses	13	Grants and similar amounts paid (Part IX, column (A), lines 1–3)		
	14	Benefits paid to or for members (Part IX, column (A), line 4)		
	15	Salaries, other compensation, employee benefits (Part IX, column (A), lines 5–10)	<u>196071</u>	<u>202772</u>
	16a	Professional fundraising fees (Part IX, column (A), line 11e)		
	b	Total fundraising expenses (Part IX, column (D), line 25) ▶		
	17	Other expenses (Part IX, column (A), lines 11a–11d, 11f–24e)	<u>186236</u>	<u>159469</u>
	18	Total expenses. Add lines 13–17 (must equal Part IX, column (A), line 25)	<u>382307</u>	<u>362241</u>
19	Revenue less expenses. Subtract line 18 from line 12	<u>10616</u>	<u>29372</u>	
Net Assets or Fund Balances	20	Total assets (Part X, line 16)	<u>67534</u>	<u>84160</u>
	21	Total liabilities (Part X, line 26)	<u>13811</u>	<u>14343</u>
	22	Net assets or fund balances. Subtract line 21 from line 20	<u>53723</u>	<u>69817</u>

Part II Signature Block

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than officer) is based on all information of which preparer has any knowledge.

Sign Here Signature of officer Susan Bitter Smith, Executive Director Date 3-20-11
 Type or print name and title

Paid Preparer Use Only

Print/Type preparer's name _____ Preparer's signature _____ Date _____ Check if self-employed PTIN _____
 Firm's name ▶ _____ Firm's EIN ▶ _____
 Firm's address ▶ _____ Phone no _____

May the IRS discuss this return with the preparer shown above? (see instructions) Yes No

For Paperwork Reduction Act Notice, see the separate Instructions.

Cat No 11282Y

Form **990** (2014)

SCANNED APR 8 2011

Part III Statement of Program Service Accomplishments

Check if Schedule O contains a response or note to any line in this Part III

- 1 Briefly describe the organization's mission:
Revenues are used for promotion, service, and disseminating information to increase public understanding of cable television's role in the community, and other activities to promote the advancement of the cable television industry.
- 2 Did the organization undertake any significant program services during the year which were not listed on the prior Form 990 or 990-EZ? Yes No
 If "Yes," describe these new services on Schedule O.
- 3 Did the organization cease conducting, or make significant changes in how it conducts, any program services? Yes No
 If "Yes," describe these changes on Schedule O.
- 4 Describe the organization's program service accomplishments for each of its three largest program services, as measured by expenses. Section 501(c)(3) and 501(c)(4) organizations are required to report the amount of grants and allocations to others, the total expenses, and revenue, if any, for each program service reported.

4a (Code: _____) (Expenses \$ _____ including grants of \$ _____) (Revenue \$ _____)

4b (Code: _____) (Expenses \$ _____ including grants of \$ _____) (Revenue \$ _____)

4c (Code: _____) (Expenses \$ _____ including grants of \$ _____) (Revenue \$ _____)

4d Other program services (Describe in Schedule O.)
 (Expenses \$ _____ including grants of \$ _____) (Revenue \$ _____)

4e Total program service expenses ▶

Part IV Checklist of Required Schedules

		Yes	No
4	Is the organization described in section 501(c)(3) or 4947(a)(1) (other than a private foundation)? <i>If "Yes," complete Schedule A</i>	1	✓
2	Is the organization required to complete <i>Schedule B, Schedule of Contributors</i> (see instructions)?	2	✓
3	Did the organization engage in direct or indirect political campaign activities on behalf of or in opposition to candidates for public office? <i>If "Yes," complete Schedule C, Part I</i>	3	✓
4	Section 501(c)(3) organizations. Did the organization engage in lobbying activities, or have a section 501(h) election in effect during the tax year? <i>If "Yes," complete Schedule C, Part II</i>	4	
5	Is the organization a section 501(c)(4), 501(c)(5), or 501(c)(6) organization that receives membership dues, assessments, or similar amounts as defined in Revenue Procedure 98-19? <i>If "Yes," complete Schedule C, Part III</i>	5	✓
6	Did the organization maintain any donor advised funds or any similar funds or accounts for which donors have the right to provide advice on the distribution or investment of amounts in such funds or accounts? <i>If "Yes," complete Schedule D, Part I</i>	6	✓
7	Did the organization receive or hold a conservation easement, including easements to preserve open space, the environment, historic land areas, or historic structures? <i>If "Yes," complete Schedule D, Part II</i>	7	✓
8	Did the organization maintain collections of works of art, historical treasures, or other similar assets? <i>If "Yes," complete Schedule D, Part III</i>	8	✓
9	Did the organization report an amount in Part X, line 21, for escrow or custodial account liability; serve as a custodian for amounts not listed in Part X; or provide credit counseling, debt management, credit repair, or debt negotiation services? <i>If "Yes," complete Schedule D, Part IV</i>	9	✓
10	Did the organization, directly or through a related organization, hold assets in temporarily restricted endowments, permanent endowments, or quasi-endowments? <i>If "Yes," complete Schedule D, Part V</i>	10	✓
11	If the organization's answer to any of the following questions is "Yes," then complete Schedule D, Parts VI, VII, VIII, IX, or X as applicable.		
a	Did the organization report an amount for land, buildings, and equipment in Part X, line 10? <i>If "Yes," complete Schedule D, Part VI</i>	11a	✓
b	Did the organization report an amount for investments—other securities in Part X, line 12 that is 5% or more of its total assets reported in Part X, line 16? <i>If "Yes," complete Schedule D, Part VII</i>	11b	✓
c	Did the organization report an amount for investments—program related in Part X, line 13 that is 5% or more of its total assets reported in Part X, line 16? <i>If "Yes," complete Schedule D, Part VIII</i>	11c	✓
d	Did the organization report an amount for other assets in Part X, line 15 that is 5% or more of its total assets reported in Part X, line 16? <i>If "Yes," complete Schedule D, Part IX</i>	11d	✓
e	Did the organization report an amount for other liabilities in Part X, line 25? <i>If "Yes," complete Schedule D, Part X</i>	11e	✓
f	Did the organization's separate or consolidated financial statements for the tax year include a footnote that addresses the organization's liability for uncertain tax positions under FIN 48 (ASC 740)? <i>If "Yes," complete Schedule D, Part X</i>	11f	✓
12 a	Did the organization obtain separate, independent audited financial statements for the tax year? <i>If "Yes," complete Schedule D, Parts XI and XII</i>	12a	✓
b	Was the organization included in consolidated, independent audited financial statements for the tax year? <i>If "Yes," and if the organization answered "No" to line 12a, then completing Schedule D, Parts XI and XII is optional</i>	12b	✓
13	Is the organization a school described in section 170(b)(1)(A)(ii)? <i>If "Yes," complete Schedule E</i>	13	✓
14 a	Did the organization maintain an office, employees, or agents outside of the United States?	14a	✓
b	Did the organization have aggregate revenues or expenses of more than \$10,000 from grantmaking, fundraising, business, investment, and program service activities outside the United States, or aggregate foreign investments valued at \$100,000 or more? <i>If "Yes," complete Schedule F, Parts I and IV.</i>	14b	✓
15	Did the organization report on Part IX, column (A), line 3, more than \$5,000 of grants or other assistance to or for any foreign organization? <i>If "Yes," complete Schedule F, Parts II and IV</i>	15	✓
16	Did the organization report on Part IX, column (A), line 3, more than \$5,000 of aggregate grants or other assistance to or for foreign individuals? <i>If "Yes," complete Schedule F, Parts III and IV.</i>	16	✓
17	Did the organization report a total of more than \$15,000 of expenses for professional fundraising services on Part IX, column (A), lines 6 and 11e? <i>If "Yes," complete Schedule G, Part I (see instructions)</i>	17	✓
18	Did the organization report more than \$15,000 total of fundraising event gross income and contributions on Part VIII, lines 1c and 8a? <i>If "Yes," complete Schedule G, Part II</i>	18	✓
19	Did the organization report more than \$15,000 of gross income from gaming activities on Part VIII, line 9a? <i>If "Yes," complete Schedule G, Part III</i>	19	✓
20 a	Did the organization operate one or more hospital facilities? <i>If "Yes," complete Schedule H</i>	20a	✓
b	If "Yes" to line 20a, did the organization attach a copy of its audited financial statements to this return?	20b	

Part IV Checklist of Required Schedules (continued)

		Yes	No
21	Did the organization report more than \$5,000 of grants or other assistance to any domestic organization or domestic government on Part IX, column (A), line 1? If "Yes," complete Schedule I, Parts I and II		✓
22	Did the organization report more than \$5,000 of grants or other assistance to or for domestic individuals on Part IX, column (A), line 2? If "Yes," complete Schedule I, Parts I and III		✓
23	Did the organization answer "Yes" to Part VII, Section A, line 3, 4, or 5 about compensation of the organization's current and former officers, directors, trustees, key employees, and highest compensated employees? If "Yes," complete Schedule J	✓	
24a	Did the organization have a tax-exempt bond issue with an outstanding principal amount of more than \$100,000 as of the last day of the year, that was issued after December 31, 2002? If "Yes," answer lines 24b through 24d and complete Schedule K. If "No," go to line 25a		✓
b	Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception?		✓
c	Did the organization maintain an escrow account other than a refunding escrow at any time during the year to defease any tax-exempt bonds?		✓
d	Did the organization act as an "on behalf of" issuer for bonds outstanding at any time during the year?		✓
25a	Section 501(c)(3), 501(c)(4), and 501(c)(29) organizations. Did the organization engage in an excess benefit transaction with a disqualified person during the year? If "Yes," complete Schedule L, Part I		
b	Is the organization aware that it engaged in an excess benefit transaction with a disqualified person in a prior year, and that the transaction has not been reported on any of the organization's prior Forms 990 or 990-EZ? If "Yes," complete Schedule L, Part I		
26	Did the organization report any amount on Part X, line 5, 6, or 22 for receivables from or payables to any current or former officers, directors, trustees, key employees, highest compensated employees, or disqualified persons? If "Yes," complete Schedule L, Part II		✓
27	Did the organization provide a grant or other assistance to an officer, director, trustee, key employee, substantial contributor or employee thereof, a grant selection committee member, or to a 35% controlled entity or family member of any of these persons? If "Yes," complete Schedule L, Part III		✓
28	Was the organization a party to a business transaction with one of the following parties (see Schedule L, Part IV instructions for applicable filing thresholds, conditions, and exceptions):		
a	A current or former officer, director, trustee, or key employee? If "Yes," complete Schedule L, Part IV		✓
b	A family member of a current or former officer, director, trustee, or key employee? If "Yes," complete Schedule L, Part IV		✓
c	An entity of which a current or former officer, director, trustee, or key employee (or a family member thereof) was an officer, director, trustee, or direct or indirect owner? If "Yes," complete Schedule L, Part IV		✓
29	Did the organization receive more than \$25,000 in non-cash contributions? If "Yes," complete Schedule M		✓
30	Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified conservation contributions? If "Yes," complete Schedule M		✓
31	Did the organization liquidate, terminate, or dissolve and cease operations? If "Yes," complete Schedule N, Part I		✓
32	Did the organization sell, exchange, dispose of, or transfer more than 25% of its net assets? If "Yes," complete Schedule N, Part II		✓
33	Did the organization own 100% of an entity disregarded as separate from the organization under Regulations sections 301.7701-2 and 301.7701-3? If "Yes," complete Schedule R, Part I		✓
34	Was the organization related to any tax-exempt or taxable entity? If "Yes," complete Schedule R, Part II, III, or IV, and Part V, line 1		✓
35a	Did the organization have a controlled entity within the meaning of section 512(b)(13)?		✓
b	If "Yes" to line 35a, did the organization receive any payment from or engage in any transaction with a controlled entity within the meaning of section 512(b)(13)? If "Yes," complete Schedule R, Part V, line 2		✓
36	Section 501(c)(3) organizations. Did the organization make any transfers to an exempt non-charitable related organization? If "Yes," complete Schedule R, Part V, line 2		
37	Did the organization conduct more than 5% of its activities through an entity that is not a related organization and that is treated as a partnership for federal income tax purposes? If "Yes," complete Schedule R, Part VI		✓
38	Did the organization complete Schedule O and provide explanations in Schedule O for Part VI, lines 11b and 19? Note. All Form 990 filers are required to complete Schedule O	✓	

Part V Statements Regarding Other IRS Filings and Tax Compliance

Check if Schedule O contains a response or note to any line in this Part V

		Yes	No		
1a	Enter the number reported in Box 3 of Form 1096. Enter -0- if not applicable	1a	0		
b	Enter the number of Forms W-2G included in line 1a. Enter -0- if not applicable	1b	0		
c	Did the organization comply with backup withholding rules for reportable payments to vendors and reportable gaming (gambling) winnings to prize winners?	1c		✓	
2a	Enter the number of employees reported on Form W-3, Transmittal of Wage and Tax Statements, filed for the calendar year ending with or within the year covered by this return	2a	1		
b	If at least one is reported on line 2a, did the organization file all required federal employment tax returns? Note. If the sum of lines 1a and 2a is greater than 250, you may be required to e-file (see instructions)	2b		✓	
3a	Did the organization have unrelated business gross income of \$1,000 or more during the year?	3a			✓
b	If "Yes," has it filed a Form 990-T for this year? If "No" to line 3b, provide an explanation in Schedule O	3b			
4a	At any time during the calendar year, did the organization have an interest in, or a signature or other authority over, a financial account in a foreign country (such as a bank account, securities account, or other financial account)?	4a			✓
b	If "Yes," enter the name of the foreign country: ▶ _____ See instructions for filing requirements for FinCEN Form 114, Report of Foreign Bank and Financial Accounts (FBAR).				
5a	Was the organization a party to a prohibited tax shelter transaction at any time during the tax year?	5a			✓
b	Did any taxable party notify the organization that it was or is a party to a prohibited tax shelter transaction?	5b			✓
c	If "Yes" to line 5a or 5b, did the organization file Form 8886-T?	5c			
6a	Does the organization have annual gross receipts that are normally greater than \$100,000, and did the organization solicit any contributions that were not tax deductible as charitable contributions?	6a	✓		
b	If "Yes," did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible?	6b	✓		
7	Organizations that may receive deductible contributions under section 170(c).				
a	Did the organization receive a payment in excess of \$75 made partly as a contribution and partly for goods and services provided to the payor?	7a			✓
b	If "Yes," did the organization notify the donor of the value of the goods or services provided?	7b			
c	Did the organization sell, exchange, or otherwise dispose of tangible personal property for which it was required to file Form 8282?	7c			✓
d	If "Yes," indicate the number of Forms 8282 filed during the year	7d			
e	Did the organization receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	7e			✓
f	Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	7f			✓
g	If the organization received a contribution of qualified intellectual property, did the organization file Form 8899 as required?	7g			
h	If the organization received a contribution of cars, boats, airplanes, or other vehicles, did the organization file a Form 1098-C?	7h			
8	Sponsoring organizations maintaining donor advised funds. Did a donor advised fund maintained by the sponsoring organization have excess business holdings at any time during the year?	8			
9	Sponsoring organizations maintaining donor advised funds.				
a	Did the sponsoring organization make any taxable distributions under section 4966?	9a			
b	Did the sponsoring organization make a distribution to a donor, donor advisor, or related person?	9b			
10	Section 501(c)(7) organizations. Enter:				
a	Initiation fees and capital contributions included on Part VIII, line 12	10a			
b	Gross receipts, included on Form 990, Part VIII, line 12, for public use of club facilities	10b			
11	Section 501(c)(12) organizations. Enter:				
a	Gross income from members or shareholders	11a			
b	Gross income from other sources (Do not net amounts due or paid to other sources against amounts due or received from them.)	11b			
12a	Section 4947(a)(1) non-exempt charitable trusts. Is the organization filing Form 990 in lieu of Form 1041?	12a			
b	If "Yes," enter the amount of tax-exempt interest received or accrued during the year	12b			
13	Section 501(c)(29) qualified nonprofit health insurance issuers.				
a	Is the organization licensed to issue qualified health plans in more than one state? Note. See the instructions for additional information the organization must report on Schedule O.	13a			
b	Enter the amount of reserves the organization is required to maintain by the states in which the organization is licensed to issue qualified health plans	13b			
c	Enter the amount of reserves on hand	13c			
14a	Did the organization receive any payments for indoor tanning services during the tax year?	14a			✓
b	If "Yes," has it filed a Form 720 to report these payments? If "No," provide an explanation in Schedule O	14b			

Part VI Governance, Management, and Disclosure For each "Yes" response to lines 2 through 7b below, and for a "No" response to line 8a, 8b, or 10b below, describe the circumstances, processes, or changes in Schedule O. See instructions.
 Check if Schedule O contains a response or note to any line in this Part VI

Section A. Governing Body and Management

		Yes	No
1a	Enter the number of voting members of the governing body at the end of the tax year		
	If there are material differences in voting rights among members of the governing body, or if the governing body delegated broad authority to an executive committee or similar committee, explain in Schedule O.		
1b	Enter the number of voting members included in line 1a, above, who are independent		
2	Did any officer, director, trustee, or key employee have a family relationship or a business relationship with any other officer, director, trustee, or key employee?		<input checked="" type="checkbox"/>
3	Did the organization delegate control over management duties customarily performed by or under the direct supervision of officers, directors, or trustees, or key employees to a management company or other person?		<input checked="" type="checkbox"/>
4	Did the organization make any significant changes to its governing documents since the prior Form 990 was filed?		<input checked="" type="checkbox"/>
5	Did the organization become aware during the year of a significant diversion of the organization's assets?		<input checked="" type="checkbox"/>
6	Did the organization have members or stockholders?	<input checked="" type="checkbox"/>	
7a	Did the organization have members, stockholders, or other persons who had the power to elect or appoint one or more members of the governing body?	<input checked="" type="checkbox"/>	
b	Are any governance decisions of the organization reserved to (or subject to approval by) members, stockholders, or persons other than the governing body?		<input checked="" type="checkbox"/>
8	Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following:		
a	The governing body?	<input checked="" type="checkbox"/>	
b	Each committee with authority to act on behalf of the governing body?	<input checked="" type="checkbox"/>	
9	Is there any officer, director, trustee, or key employee listed in Part VII, Section A, who cannot be reached at the organization's mailing address? If "Yes," provide the names and addresses in Schedule O.		<input checked="" type="checkbox"/>

Section B. Policies (This Section B requests information about policies not required by the Internal Revenue Code.)

		Yes	No
10a	Did the organization have local chapters, branches, or affiliates?		<input checked="" type="checkbox"/>
b	If "Yes," did the organization have written policies and procedures governing the activities of such chapters, affiliates, and branches to ensure their operations are consistent with the organization's exempt purposes?		
11a	Has the organization provided a complete copy of this Form 990 to all members of its governing body before filing the form?		<input checked="" type="checkbox"/>
b	Describe in Schedule O the process, if any, used by the organization to review this Form 990.		
12a	Did the organization have a written conflict of interest policy? If "No," go to line 13	<input checked="" type="checkbox"/>	
b	Were officers, directors, or trustees, and key employees required to disclose annually interests that could give rise to conflicts?	<input checked="" type="checkbox"/>	
c	Did the organization regularly and consistently monitor and enforce compliance with the policy? If "Yes," describe in Schedule O how this was done	<input checked="" type="checkbox"/>	
13	Did the organization have a written whistleblower policy?		<input checked="" type="checkbox"/>
14	Did the organization have a written document retention and destruction policy?	<input checked="" type="checkbox"/>	
15	Did the process for determining compensation of the following persons include a review and approval by independent persons, comparability data, and contemporaneous substantiation of the deliberation and decision?		
a	The organization's CEO, Executive Director, or top management official		<input checked="" type="checkbox"/>
b	Other officers or key employees of the organization		
	If "Yes" to line 15a or 15b, describe the process in Schedule O (see instructions).		
16a	Did the organization invest in, contribute assets to, or participate in a joint venture or similar arrangement with a taxable entity during the year?		<input checked="" type="checkbox"/>
b	If "Yes," did the organization follow a written policy or procedure requiring the organization to evaluate its participation in joint venture arrangements under applicable federal tax law, and take steps to safeguard the organization's exempt status with respect to such arrangements?		

Section C. Disclosure

- 17** List the states with which a copy of this Form 990 is required to be filed ► **AZ**
- 18** Section 6104 requires an organization to make its Forms 1023 (or 1024 if applicable), 990, and 990-T (Section 501(c)(3)s only) available for public inspection. Indicate how you made these available. Check all that apply.
 Own website Another's website Upon request Other (explain in Schedule O)
- 19** Describe in Schedule O whether (and if so, how) the organization made its governing documents, conflict of interest policy, and financial statements available to the public during the tax year.
- 20** State the name, address, and telephone number of the person who possesses the organization's books and records: ►
 Susan Bitter Smith, 4350 E. Camelback Rd. #G-200, Phoenix, AZ 85018 (602) 955-4122

Part VII Compensation of Officers, Directors, Trustees, Key Employees, Highest Compensated Employees, and Independent Contractors

Check if Schedule O contains a response or note to any line in this Part VII

Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees

1a Complete this table for all persons required to be listed. Report compensation for the calendar year ending with or within the organization's tax year.

- List all of the organization's **current** officers, directors, trustees (whether individuals or organizations), regardless of amount of compensation. Enter -0- in columns (D), (E), and (F) if no compensation was paid.
- List all of the organization's **current** key employees, if any. See instructions for definition of "key employee."
- List the organization's **five current** highest compensated employees (other than an officer, director, trustee, or key employee) who received reportable compensation (Box 5 of Form W-2 and/or Box 7 of Form 1099-MISC) of more than \$100,000 from the organization and any related organizations.
- List all of the organization's **former** officers, key employees, and highest compensated employees who received more than \$100,000 of reportable compensation from the organization and any related organizations.
- List all of the organization's **former directors or trustees** that received, in the capacity as a former director or trustee of the organization, more than \$10,000 of reportable compensation from the organization and any related organizations.

List persons in the following order: individual trustees or directors; institutional trustees; officers; key employees; highest compensated employees; and former such persons.

Check this box if neither the organization nor any related organization compensated any current officer, director, or trustee.

(A) Name and Title	(B) Average hours per week (list any hours for related organizations below dotted line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
(1) Lora Radicke Director		✓					0	0	0	
(2) Mike Kim Director		✓					0	0	0	
(3) Susanna Kilby Director		✓					0	0	0	
(4) Susan Anable Director		✓					0	0	0	
(5) Frank Antonovich Director		✓					0	0	0	
(6) Michael Bolognini Director		✓					0	0	0	
(7) Stephen Brideau Director		✓					0	0	0	
(8) Chris Dunkeson Director		✓					0	0	0	
(9) Dennis Edwards Director		✓					0	0	0	
(10) Terry Mullins Director		✓					0	0	0	
(11) Paul Pecora Director		✓					0	0	0	
(12) Alan Price Director		✓					0	0	0	
(13) Stuart Roberts Director		✓					0	0	0	
(14) John Schurz Director		✓					0	0	0	

Part VII Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees (continued)

(A) Name and title	(B) Average hours per week (list any hours for related organizations below dotted line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
(15) Jane Shanley Director		<input checked="" type="checkbox"/>						0	0	0
(16) Dan Spoelman Director		<input checked="" type="checkbox"/>						0	0	0
(17) John Christopher President				<input checked="" type="checkbox"/>				0	0	0
(18) Michael Zarrilli President-Elect				<input checked="" type="checkbox"/>				0	0	0
(19) Steven Gerber Secretary/Treasurer				<input checked="" type="checkbox"/>				0	0	0
(20) Susan Bitter Smith Executive Director	40				<input checked="" type="checkbox"/>			156739		5400
(21)										
(22)										
(23)										
(24)										
(25)										
1b Sub-total								156739		5400
c Total from continuation sheets to Part VII, Section A										
d Total (add lines 1b and 1c)								156739		5400

2 Total number of individuals (including but not limited to those listed above) who received more than \$100,000 of reportable compensation from the organization **1**

	Yes	No
3 Did the organization list any former officer, director, or trustee, key employee, or highest compensated employee on line 1a? <i>If "Yes," complete Schedule J for such individual</i>		<input checked="" type="checkbox"/>
4 For any individual listed on line 1a, is the sum of reportable compensation and other compensation from the organization and related organizations greater than \$150,000? <i>If "Yes," complete Schedule J for such individual</i>	<input checked="" type="checkbox"/>	
5 Did any person listed on line 1a receive or accrue compensation from any unrelated organization or individual for services rendered to the organization? <i>If "Yes," complete Schedule J for such person</i>		<input checked="" type="checkbox"/>

Section B. Independent Contractors

1 Complete this table for your five highest compensated independent contractors that received more than \$100,000 of compensation from the organization. Report compensation for the calendar year ending with or within the organization's tax year.

(A) Name and business address	(B) Description of services	(C) Compensation

2 Total number of independent contractors (including but not limited to those listed above) who received more than \$100,000 of compensation from the organization **1**

Part VIII Statement of Revenue

Check if Schedule O contains a response or note to any line in this Part VIII

		(A) Total revenue	(B) Related or exempt function revenue	(C) Unrelated business revenue	(D) Revenue excluded from tax under sections 512-514	
Contributions, Gifts, Grants and Other Similar Amounts	1a Federated campaigns	1a				
	b Membership dues	1b 306789				
	c Fundraising events	1c				
	d Related organizations	1d				
	e Government grants (contributions)	1e				
	f All other contributions, gifts, grants, and similar amounts not included above	1f				
	g Noncash contributions included in lines 1a-1f: \$					
	h Total. Add lines 1a-1f		308789			
Program Service Revenue	2a Annual Meeting	Business Code 900099	44835			
	b Golf Tournament	900099	31210			
	c					
	d					
	e					
	f All other program service revenue .					
	g Total. Add lines 2a-2f		76045			
Other Revenue	3 Investment income (including dividends, interest, and other similar amounts)		6779			
	4 Income from investment of tax-exempt bond proceeds					
	5 Royalties					
	6a Gross rents	(i) Real				
		(ii) Personal				
		b Less: rental expenses				
		c Rental income or (loss)				
	d Net rental income or (loss)					
	7a Gross amount from sales of assets other than inventory	(i) Securities				
		(ii) Other				
		b Less: cost or other basis and sales expenses				
		c Gain or (loss)				
	d Net gain or (loss)					
	8a Gross income from fundraising events (not including \$ _____ of contributions reported on line 1c). See Part IV, line 18	a				
	b Less: direct expenses	b				
c Net income or (loss) from fundraising events						
9a Gross income from gaming activities. See Part IV, line 19	a					
b Less: direct expenses	b					
c Net income or (loss) from gaming activities						
10a Gross sales of inventory, less returns and allowances	a					
b Less: cost of goods sold	b					
c Net income or (loss) from sales of inventory						
Miscellaneous Revenue		Business Code				
11a						
b						
c						
d All other revenue						
e Total. Add lines 11a-11d						
12 Total revenue. See instructions.		391613				

Part IX Statement of Functional Expenses

Section 501(c)(3) and 501(c)(4) organizations must complete all columns. All other organizations must complete column (A).

Check if Schedule O contains a response or note to any line in this Part IX

Do not include amounts reported on lines 6b, 7b, 8b, 9b, and 10b of Part VIII.

	(A) Total expenses	(B) Program service expenses	(C) Management and general expenses	(D) Fundraising expenses
1 Grants and other assistance to domestic organizations and domestic governments. See Part IV, line 21				
2 Grants and other assistance to domestic individuals. See Part IV, line 22				
3 Grants and other assistance to foreign organizations, foreign governments, and foreign individuals. See Part IV, lines 15 and 16				
4 Benefits paid to or for members				
5 Compensation of current officers, directors, trustees, and key employees	156739			
6 Compensation not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B)				
7 Other salaries and wages	16719			
8 Pension plan accruals and contributions (include section 401(k) and 403(b) employer contributions)	13278			
9 Other employee benefits	19743			
10 Payroll taxes	9571			
11 Fees for services (non-employees):				
a Management				
b Legal				
c Accounting	2500			
d Lobbying	35569			
e Professional fundraising services. See Part IV, line 17				
f Investment management fees				
g Other. (If line 11g amount exceeds 10% of line 25, column (A) amount, list line 11g expenses on Schedule O.)				
12 Advertising and promotion				
13 Office expenses	1826			
14 Information technology				
15 Royalties				
16 Occupancy	18580			
17 Travel	11855			
18 Payments of travel or entertainment expenses for any federal, state, or local public officials				
19 Conferences, conventions, and meetings	59193			
20 Interest				
21 Payments to affiliates				
22 Depreciation, depletion, and amortization				
23 Insurance				
24 Other expenses. Itemize expenses not covered above (List miscellaneous expenses in line 24e. If line 24e amount exceeds 10% of line 25, column (A) amount, list line 24e expenses on Schedule O.)				
a Dues	17862			
b Postage	2102			
c Phone	3569			
d Bank Credit Card Fees	3086			
e All other expenses printing/fent/books/repairs	3327			
25 Total functional expenses. Add lines 1 through 24e	375519			
26 Joint costs. Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation. Check here <input type="checkbox"/> if following SOP 98-2 (ASC 958-720)				

Part X Balance Sheet

Check if Schedule O contains a response or note to any line in this Part X

		(A)		(B)	
		Beginning of year		End of year	
Assets	1	Cash—non-interest-bearing	38577	1	48239
	2	Savings and temporary cash investments	26710	2	33436
	3	Pledges and grants receivable, net		3	
	4	Accounts receivable, net		4	
	5	Loans and other receivables from current and former officers, directors, trustees, key employees, and highest compensated employees. Complete Part II of Schedule L		5	
	6	Loans and other receivables from other disqualified persons (as defined under section 4958(f)(1)), persons described in section 4958(c)(3)(B), and contributing employers and sponsoring organizations of section 501(c)(9) voluntary employees' beneficiary organizations (see instructions). Complete Part II of Schedule L		6	
	7	Notes and loans receivable, net		7	
	8	Inventories for sale or use		8	
	9	Prepaid expenses and deferred charges		9	
	10a	Land, buildings, and equipment: cost or other basis. Complete Part VI of Schedule D	10a 65060		
	b	Less: accumulated depreciation	10b 62575	2247	10c 2485
	11	Investments—publicly traded securities		11	
	12	Investments—other securities. See Part IV, line 11		12	
	13	Investments—program-related. See Part IV, line 11		13	
	14	Intangible assets		14	
	15	Other assets. See Part IV, line 11		15	
16	Total assets. Add lines 1 through 15 (must equal line 34)	67534	16	84160	
Liabilities	17	Accounts payable and accrued expenses		17	
	18	Grants payable		18	
	19	Deferred revenue	7400	19	7845
	20	Tax-exempt bond liabilities		20	
	21	Escrow or custodial account liability. Complete Part IV of Schedule D		21	
	22	Loans and other payables to current and former officers, directors, trustees, key employees, highest compensated employees, and disqualified persons. Complete Part II of Schedule L		22	
	23	Secured mortgages and notes payable to unrelated third parties		23	
	24	Unsecured notes and loans payable to unrelated third parties		24	
	25	Other liabilities (including federal income tax, payables to related third parties, and other liabilities not included on lines 17-24). Complete Part X of Schedule D	6411	25	6498
	26	Total liabilities. Add lines 17 through 25	13811	26	14343
Net Assets or Fund Balances	Organizations that follow SFAS 117 (ASC 958), check here <input type="checkbox"/> and complete lines 27 through 29, and lines 33 and 34.				
	27	Unrestricted net assets	53723	27	69817
	28	Temporarily restricted net assets		28	
	29	Permanently restricted net assets		29	
	Organizations that do not follow SFAS 117 (ASC 958), check here <input type="checkbox"/> and complete lines 30 through 34.				
	30	Capital stock or trust principal, or current funds		30	
	31	Paid-in or capital surplus, or land, building, or equipment fund		31	
	32	Retained earnings, endowment, accumulated income, or other funds		32	
33	Total net assets or fund balances	53723	33	69817	
34	Total liabilities and net assets/fund balances	67534	34	84160	

Part XI Reconciliation of Net Assets

Check if Schedule O contains a response or note to any line in this Part XI

1	Total revenue (must equal Part VIII, column (A), line 12)	1	391613
2	Total expenses (must equal Part IX, column (A), line 25)	2	375519
3	Revenue less expenses. Subtract line 2 from line 1	3	16094
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	4	53723
5	Net unrealized gains (losses) on investments	5	
6	Donated services and use of facilities	6	
7	Investment expenses	7	
8	Prior period adjustments	8	
9	Other changes in net assets or fund balances (explain in Schedule O)	9	
10	Net assets or fund balances at end of year. Combine lines 3 through 9 (must equal Part X, line 33, column (B))	10	69817

Part XII Financial Statements and Reporting

Check if Schedule O contains a response or note to any line in this Part XII

	Yes	No
1 Accounting method used to prepare the Form 990: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other _____ If the organization changed its method of accounting from a prior year or checked "Other," explain in Schedule O.		
2a Were the organization's financial statements compiled or reviewed by an independent accountant? . . . If "Yes," check a box below to indicate whether the financial statements for the year were compiled or reviewed on a separate basis, consolidated basis, or both: <input type="checkbox"/> Separate basis <input type="checkbox"/> Consolidated basis <input checked="" type="checkbox"/> Both consolidated and separate basis	✓	
b Were the organization's financial statements audited by an independent accountant? If "Yes," check a box below to indicate whether the financial statements for the year were audited on a separate basis, consolidated basis, or both: <input type="checkbox"/> Separate basis <input type="checkbox"/> Consolidated basis <input type="checkbox"/> Both consolidated and separate basis		✓
c If "Yes" to line 2a or 2b, does the organization have a committee that assumes responsibility for oversight of the audit, review, or compilation of its financial statements and selection of an independent accountant? If the organization changed either its oversight process or selection process during the tax year, explain in Schedule O.		✓
3a As a result of a federal award, was the organization required to undergo an audit or audits as set forth in the Single Audit Act and OMB Circular A-133?		✓
b If "Yes," did the organization undergo the required audit or audits? If the organization did not undergo the required audit or audits, explain why in Schedule O and describe any steps taken to undergo such audits.		

SCHEDULE C
(Form 990 or 990-EZ)

Political Campaign and Lobbying Activities

OMB No. 1545-0047

2014

Department of the Treasury
Internal Revenue Service

For Organizations Exempt From Income Tax Under section 501(c) and section 527

▶ Complete if the organization is described below. ▶ Attach to Form 990 or Form 990-EZ.
▶ Information about Schedule C (Form 990 or 990-EZ) and its instructions is at www.irs.gov/form990.

Open to Public Inspection

If the organization answered "Yes," to Form 990, Part IV, line 3, or Form 990-EZ, Part V, line 46 (Political Campaign Activities), then

- Section 501(c)(3) organizations: Complete Parts I-A and B. Do not complete Part I-C.
- Section 501(c) (other than section 501(c)(3)) organizations: Complete Parts I-A and C below. Do not complete Part I-B.
- Section 527 organizations: Complete Part I-A only.

If the organization answered "Yes," to Form 990, Part IV, line 4, or Form 990-EZ, Part VI, line 47 (Lobbying Activities), then

- Section 501(c)(3) organizations that have filed Form 5768 (election under section 501(h)): Complete Part II-A. Do not complete Part II-B.
- Section 501(c)(3) organizations that have NOT filed Form 5768 (election under section 501(h)): Complete Part II-B. Do not complete Part II-A.

If the organization answered "Yes," to Form 990, Part IV, line 5 (Proxy Tax) (see separate instructions) or Form 990-EZ, Part V, line 35c (Proxy Tax) (see separate instructions), then

- Section 501(c)(4), (5), or (6) organizations: Complete Part III.

Name of organization Southwest Cable Communications Association	Employer identification number 86-0279918
---	---

Part I-A Complete if the organization is exempt under section 501(c) or is a section 527 organization.

- 1 Provide a description of the organization's direct and indirect political campaign activities in Part IV.
- 2 Political expenditures ▶ \$
- 3 Volunteer hours ▶

Part I-B Complete if the organization is exempt under section 501(c)(3).

- 1 Enter the amount of any excise tax incurred by the organization under section 4955 ▶ \$
- 2 Enter the amount of any excise tax incurred by organization managers under section 4955 ▶ \$
- 3 If the organization incurred a section 4955 tax, did it file Form 4720 for this year? Yes No
- 4a Was a correction made? Yes No
- b If "Yes," describe in Part IV.

Part I-C Complete if the organization is exempt under section 501(c), except section 501(c)(3).

- 1 Enter the amount directly expended by the filing organization for section 527 exempt function activities ▶ \$
- 2 Enter the amount of the filing organization's funds contributed to other organizations for section 527 exempt function activities ▶ \$
- 3 Total exempt function expenditures. Add lines 1 and 2. Enter here and on Form 1120-POL, line 17b ▶ \$
- 4 Did the filing organization file Form 1120-POL for this year? Yes No
- 5 Enter the names, addresses and employer identification number (EIN) of all section 527 political organizations to which the filing organization made payments. For each organization listed, enter the amount paid from the filing organization's funds. Also enter the amount of political contributions received that were promptly and directly delivered to a separate political organization, such as a separate segregated fund or a political action committee (PAC). If additional space is needed, provide information in Part IV.

(a) Name	(b) Address	(c) EIN	(d) Amount paid from filing organization's funds. If none, enter -0-	(e) Amount of political contributions received and promptly and directly delivered to a separate political organization. If none, enter -0-
(1)				
(2)				
(3)				
(4)				
(5)				
(6)				

Part II-A Complete if the organization is exempt under section 501(c)(3) and filed Form 5768 (election under section 501(h)).

- A** Check if the filing organization belongs to an affiliated group (and list in Part IV each affiliated group member's name, address, EIN, expenses, and share of excess lobbying expenditures).
B Check if the filing organization checked box A and "limited control" provisions apply.

Limits on Lobbying Expenditures (The term "expenditures" means amounts paid or incurred.)		(a) Filing organization's totals	(b) Affiliated group totals												
1a	Total lobbying expenditures to influence public opinion (grass roots lobbying)														
b	Total lobbying expenditures to influence a legislative body (direct lobbying)														
c	Total lobbying expenditures (add lines 1a and 1b)														
d	Other exempt purpose expenditures														
e	Total exempt purpose expenditures (add lines 1c and 1d)														
f	Lobbying nontaxable amount. Enter the amount from the following table in both columns.														
<table border="1"> <thead> <tr> <th>If the amount on line 1e, column (a) or (b) is:</th> <th>The lobbying nontaxable amount is:</th> </tr> </thead> <tbody> <tr> <td>Not over \$500,000</td> <td>20% of the amount on line 1e.</td> </tr> <tr> <td>Over \$500,000 but not over \$1,000,000</td> <td>\$100,000 plus 15% of the excess over \$500,000.</td> </tr> <tr> <td>Over \$1,000,000 but not over \$1,500,000</td> <td>\$175,000 plus 10% of the excess over \$1,000,000</td> </tr> <tr> <td>Over \$1,500,000 but not over \$17,000,000</td> <td>\$225,000 plus 5% of the excess over \$1,500,000.</td> </tr> <tr> <td>Over \$17,000,000</td> <td>\$1,000,000.</td> </tr> </tbody> </table>		If the amount on line 1e, column (a) or (b) is:	The lobbying nontaxable amount is:	Not over \$500,000	20% of the amount on line 1e.	Over \$500,000 but not over \$1,000,000	\$100,000 plus 15% of the excess over \$500,000.	Over \$1,000,000 but not over \$1,500,000	\$175,000 plus 10% of the excess over \$1,000,000	Over \$1,500,000 but not over \$17,000,000	\$225,000 plus 5% of the excess over \$1,500,000.	Over \$17,000,000	\$1,000,000.		
If the amount on line 1e, column (a) or (b) is:	The lobbying nontaxable amount is:														
Not over \$500,000	20% of the amount on line 1e.														
Over \$500,000 but not over \$1,000,000	\$100,000 plus 15% of the excess over \$500,000.														
Over \$1,000,000 but not over \$1,500,000	\$175,000 plus 10% of the excess over \$1,000,000														
Over \$1,500,000 but not over \$17,000,000	\$225,000 plus 5% of the excess over \$1,500,000.														
Over \$17,000,000	\$1,000,000.														
g	Grassroots nontaxable amount (enter 25% of line 1f)														
h	Subtract line 1g from line 1a. If zero or less, enter -0-														
i	Subtract line 1f from line 1c. If zero or less, enter -0-														
j	If there is an amount other than zero on either line 1h or line 1i, did the organization file Form 4720 reporting section 4911 tax for this year?		<input type="checkbox"/> Yes <input type="checkbox"/> No												

4-Year Averaging Period Under section 501(h)
 (Some organizations that made a section 501(h) election do not have to complete all of the five columns below. See the separate instructions for lines 2a through 2f.)

Lobbying Expenditures During 4-Year Averaging Period					
Calendar year (or fiscal year beginning in)	(a) 2011	(b) 2012	(c) 2013	(d) 2014	(e) Total
2a Lobbying nontaxable amount					
b Lobbying ceiling amount (150% of line 2a, column (e))					
c Total lobbying expenditures					
d Grassroots nontaxable amount					
e Grassroots ceiling amount (150% of line 2d, column (e))					
f Grassroots lobbying expenditures					

Part II-B Complete if the organization is exempt under section 501(c)(3) and has NOT filed Form 5768 (election under section 501(h)).

For each "Yes," response to lines 1a through 1i below, provide in Part IV a detailed description of the lobbying activity.

	(a)		(b)
	Yes	No	Amount
1 During the year, did the filing organization attempt to influence foreign, national, state or local legislation, including any attempt to influence public opinion on a legislative matter or referendum, through the use of:			
a Volunteers?			
b Paid staff or management (include compensation in expenses reported on lines 1c through 1i)?			
c Media advertisements?			
d Mailings to members, legislators, or the public?			
e Publications, or published or broadcast statements?			
f Grants to other organizations for lobbying purposes?			
g Direct contact with legislators, their staffs, government officials, or a legislative body?			
h Rallies, demonstrations, seminars, conventions, speeches, lectures, or any similar means?			
i Other activities?			
j Total. Add lines 1c through 1i			
2a Did the activities in line 1 cause the organization to be not described in section 501(c)(3)?			
b If "Yes," enter the amount of any tax incurred under section 4912			
c If "Yes," enter the amount of any tax incurred by organization managers under section 4912			
d If the filing organization incurred a section 4912 tax, did it file Form 4720 for this year?			

Part III-A Complete if the organization is exempt under section 501(c)(4), section 501(c)(5), or section 501(c)(6).

	Yes	No
1 Were substantially all (90% or more) dues received nondeductible by members?	1	✓
2 Did the organization make only in-house lobbying expenditures of \$2,000 or less?	2	✓
3 Did the organization agree to carry over lobbying and political expenditures from the prior year?	3	✓

Part III-B Complete if the organization is exempt under section 501(c)(4), section 501(c)(5), or section 501(c)(6) and if either (a) BOTH Part III-A, lines 1 and 2, are answered "No," OR (b) Part III-A, line 3, is answered "Yes."

1 Dues, assessments and similar amounts from members	1	
2 Section 162(e) nondeductible lobbying and political expenditures (do not include amounts of political expenses for which the section 527(f) tax was paid).		
a Current year	2a	
b Carryover from last year	2b	
c Total	2c	
3 Aggregate amount reported in section 6033(e)(1)(A) notices of nondeductible section 162(e) dues	3	
4 If notices were sent and the amount on line 2c exceeds the amount on line 3, what portion of the excess does the organization agree to carryover to the reasonable estimate of nondeductible lobbying and political expenditure next year?	4	
5 Taxable amount of lobbying and political expenditures (see instructions)	5	

Part IV Supplemental Information

Provide the descriptions required for Part I-A, line 1; Part I-B, line 4; Part I-C, line 5; Part II-A (affiliated group list); Part II-A, lines 1 and 2 (see instructions); and Part II-B, line 1. Also, complete this part for any additional information.

**SCHEDULE D
(Form 990)**

Department of the Treasury
Internal Revenue Service

Supplemental Financial Statements

▶ Complete if the organization answered "Yes" to Form 990, Part IV, line 6, 7, 8, 9, 10, 11a, 11b, 11c, 11d, 11e, 11f, 12a, or 12b.
▶ Attach to Form 990.

▶ Information about Schedule D (Form 990) and its instructions is at www.irs.gov/form990.

OMB No 1545-0047

2014

Open to Public Inspection

Name of the organization Southwest Cable Communications Association	Employer identification number 86-0279918
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Part I Organizations Maintaining Donor Advised Funds or Other Similar Funds or Accounts.

Complete if the organization answered "Yes" to Form 990, Part IV, line 6.

	(a) Donor advised funds	(b) Funds and other accounts
1 Total number at end of year		
2 Aggregate value of contributions to (during year)		
3 Aggregate value of grants from (during year)		
4 Aggregate value at end of year		
5 Did the organization inform all donors and donor advisors in writing that the assets held in donor advised funds are the organization's property, subject to the organization's exclusive legal control? <input type="checkbox"/> Yes <input type="checkbox"/> No		
6 Did the organization inform all grantees, donors, and donor advisors in writing that grant funds can be used only for charitable purposes and not for the benefit of the donor or donor advisor, or for any other purpose conferring impermissible private benefit? <input type="checkbox"/> Yes <input type="checkbox"/> No		

Part II Conservation Easements.

Complete if the organization answered "Yes" to Form 990, Part IV, line 7.

1 Purpose(s) of conservation easements held by the organization (check all that apply).
 Preservation of land for public use (e.g., recreation or education) Preservation of a historically important land area
 Protection of natural habitat Preservation of a certified historic structure
 Preservation of open space

2 Complete lines 2a through 2d if the organization held a qualified conservation contribution in the form of a conservation easement on the last day of the tax year.

	Held at the End of the Tax Year
a Total number of conservation easements	2a
b Total acreage restricted by conservation easements	2b
c Number of conservation easements on a certified historic structure included in (a)	2c
d Number of conservation easements included in (c) acquired after 8/17/06, and not on a historic structure listed in the National Register	2d

3 Number of conservation easements modified, transferred, released, extinguished, or terminated by the organization during the tax year ▶

4 Number of states where property subject to conservation easement is located ▶

5 Does the organization have a written policy regarding the periodic monitoring, inspection, handling of violations, and enforcement of the conservation easements it holds? Yes No

6 Staff and volunteer hours devoted to monitoring, inspecting, and enforcing conservation easements during the year ▶

7 Amount of expenses incurred in monitoring, inspecting, and enforcing conservation easements during the year ▶ \$

8 Does each conservation easement reported on line 2(d) above satisfy the requirements of section 170(h)(4)(B)(i) and section 170(h)(4)(B)(ii)? Yes No

9 In Part XIII, describe how the organization reports conservation easements in its revenue and expense statement, and balance sheet, and include, if applicable, the text of the footnote to the organization's financial statements that describes the organization's accounting for conservation easements.

Part III Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets.

Complete if the organization answered "Yes" to Form 990, Part IV, line 8.

1a If the organization elected, as permitted under SFAS 116 (ASC 958), not to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide, in Part XIII, the text of the footnote to its financial statements that describes these items.

b If the organization elected, as permitted under SFAS 116 (ASC 958), to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide the following amounts relating to these items:

(i) Revenue included in Form 990, Part VIII, line 1 ▶ \$

(ii) Assets included in Form 990, Part X ▶ \$

2 If the organization received or held works of art, historical treasures, or other similar assets for financial gain, provide the following amounts required to be reported under SFAS 116 (ASC 958) relating to these items:

a Revenue included in Form 990, Part VIII, line 1 ▶ \$

b Assets included in Form 990, Part X ▶ \$

Part III Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets (continued)

- 3 Using the organization's acquisition, accession, and other records, check any of the following that are a significant use of its collection items (check all that apply):
- a Public exhibition
 - b Scholarly research
 - c Preservation for future generations
 - d Loan or exchange programs
 - e Other _____
- 4 Provide a description of the organization's collections and explain how they further the organization's exempt purpose in Part XIII.
- 5 During the year, did the organization solicit or receive donations of art, historical treasures, or other similar assets to be sold to raise funds rather than to be maintained as part of the organization's collection? Yes No

Part IV Escrow and Custodial Arrangements.

Complete if the organization answered "Yes" to Form 990, Part IV, line 9, or reported an amount on Form 990, Part X, line 21.

- 1a Is the organization an agent, trustee, custodian or other intermediary for contributions or other assets not included on Form 990, Part X? Yes No
- b If "Yes," explain the arrangement in Part XIII and complete the following table:
- | | Amount |
|---------------------------------|--------|
| c Beginning balance | 1c |
| d Additions during the year | 1d |
| e Distributions during the year | 1e |
| f Ending balance | 1f |
- 2a Did the organization include an amount on Form 990, Part X, line 21, for escrow or custodial account liability? Yes No
- b If "Yes," explain the arrangement in Part XIII. Check here if the explanation has been provided in Part XIII

Part V Endowment Funds.

Complete if the organization answered "Yes" to Form 990, Part IV, line 10.

	(a) Current year	(b) Prior year	(c) Two years back	(d) Three years back	(e) Four years back
1a Beginning of year balance					
b Contributions					
c Net investment earnings, gains, and losses					
d Grants or scholarships					
e Other expenditures for facilities and programs					
f Administrative expenses					
g End of year balance					

- 2 Provide the estimated percentage of the current year end balance (line 1g, column (a)) held as:
- a Board designated or quasi-endowment %
 - b Permanent endowment %
 - c Temporarily restricted endowment %
- The percentages in lines 2a, 2b, and 2c should equal 100%.
- 3a Are there endowment funds not in the possession of the organization that are held and administered for the organization by:
- | | Yes | No |
|-----------------------------|--------|----|
| (i) unrelated organizations | 3a(i) | |
| (ii) related organizations | 3a(ii) | |
- b If "Yes" to 3a(i), are the related organizations listed as required on Schedule R?
- 4 Describe in Part XIII the intended uses of the organization's endowment funds.

Part VI Land, Buildings, and Equipment.

Complete if the organization answered "Yes" to Form 990, Part IV, line 11a. See Form 990, Part X, line 10.

Description of property	(a) Cost or other basis (investment)	(b) Cost or other basis (other)	(c) Accumulated depreciation	(d) Book value
1a Land				
b Buildings				
c Leasehold improvements				
d Equipment				2485
e Other				
Total. Add lines 1a through 1e. (Column (d) must equal Form 990, Part X, column (B), line 10c.)				2485

Part VII Investments—Other Securities.

Complete if the organization answered "Yes" to Form 990, Part IV, line 11b. See Form 990, Part X, line 12.

(a) Description of security or category (including name of security)	(b) Book value	(c) Method of valuation Cost or end-of-year market value
(1) Financial derivatives		
(2) Closely-held equity interests		
(3) Other		
(A)		
(B)		
(C)		
(D)		
(E)		
(F)		
(G)		
(H)		
Total. (Column (b) must equal Form 990, Part X, col. (B) line 12.) ▶		

Part VIII Investments—Program Related.

Complete if the organization answered "Yes" to Form 990, Part IV, line 11c. See Form 990, Part X, line 13.

(a) Description of investment	(b) Book value	(c) Method of valuation. Cost or end-of-year market value
(1)		
(2)		
(3)		
(4)		
(5)		
(6)		
(7)		
(8)		
(9)		
Total. (Column (b) must equal Form 990, Part X, col. (B) line 13.) ▶		

Part IX Other Assets.

Complete if the organization answered "Yes" to Form 990, Part IV, line 11d. See Form 990, Part X, line 15.

(a) Description	(b) Book value
(1)	
(2)	
(3)	
(4)	
(5)	
(6)	
(7)	
(8)	
(9)	
Total. (Column (b) must equal Form 990, Part X, col. (B) line 15.) ▶	

Part X Other Liabilities.

Complete if the organization answered "Yes" to Form 990, Part IV, line 11e or 11f. See Form 990, Part X, line 25.

1. (a) Description of liability	(b) Book value
(1) Federal income taxes	
(2) Payroll Taxes and Convention Holding Fund	6498
(3)	
(4)	
(5)	
(6)	
(7)	
(8)	
(9)	
Total. (Column (b) must equal Form 990, Part X, col. (B) line 25.) ▶	

2. Liability for uncertain tax positions. In Part XIII, provide the text of the footnote to the organization's financial statements that reports the organization's liability for uncertain tax positions under FIN 48 (ASC 740). Check here if the text of the footnote has been provided in Part XIII

SCHEDULE J
(Form 990)

Department of the Treasury
Internal Revenue Service
Name of the organization

Compensation Information

For certain Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees

▶ Complete if the organization answered "Yes" on Form 990, Part IV, line 23.
▶ Attach to Form 990.

▶ Information about Schedule J (Form 990) and its instructions is at www.irs.gov/form990.

OMB No. 1545-0047

2014

Open to Public Inspection

Southwest Cable Communications Association

Employer identification number

86-0279918

Part I Questions Regarding Compensation

1a Check the appropriate box(es) if the organization provided any of the following to or for a person listed in Form 990, Part VII, Section A, line 1a. Complete Part III to provide any relevant information regarding these items.

- | | |
|--|---|
| <input type="checkbox"/> First-class or charter travel | <input type="checkbox"/> Housing allowance or residence for personal use |
| <input type="checkbox"/> Travel for companions | <input type="checkbox"/> Payments for business use of personal residence |
| <input type="checkbox"/> Tax indemnification and gross-up payments | <input checked="" type="checkbox"/> Health or social club dues or initiation fees |
| <input type="checkbox"/> Discretionary spending account | <input type="checkbox"/> Personal services (e.g., maid, chauffeur, chef) |

b If any of the boxes on line 1a are checked, did the organization follow a written policy regarding payment or reimbursement or provision of all of the expenses described above? If "No," complete Part III to explain

2 Did the organization require substantiation prior to reimbursing or allowing expenses incurred by all directors, trustees, and officers, including the CEO/Executive Director, regarding the items checked in line 1a?

3 Indicate which, if any, of the following the filing organization used to establish the compensation of the organization's CEO/Executive Director. Check all that apply. Do not check any boxes for methods used by a related organization to establish compensation of the CEO/Executive Director, but explain in Part III.

- | | |
|--|---|
| <input type="checkbox"/> Compensation committee | <input type="checkbox"/> Written employment contract |
| <input type="checkbox"/> Independent compensation consultant | <input type="checkbox"/> Compensation survey or study |
| <input type="checkbox"/> Form 990 of other organizations | <input checked="" type="checkbox"/> Approval by the board or compensation committee |

4 During the year, did any person listed in Form 990, Part VII, Section A, line 1a, with respect to the filing organization or a related organization:

- | | | |
|--|-----------|-------------------------------------|
| a Receive a severance payment or change-of-control payment? | 4a | <input checked="" type="checkbox"/> |
| b Participate in, or receive payment from, a supplemental nonqualified retirement plan? | 4b | <input checked="" type="checkbox"/> |
| c Participate in, or receive payment from, an equity-based compensation arrangement? | 4c | <input checked="" type="checkbox"/> |

If "Yes" to any of lines 4a-c, list the persons and provide the applicable amounts for each item in Part III.

Only section 501(c)(3), 501(c)(4), and 501(c)(29) organizations must complete lines 5-9.

5 For persons listed in Form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the revenues of:

- | | | |
|--|-----------|--|
| a The organization? | 5a | |
| b Any related organization? | 5b | |
- If "Yes" to line 5a or 5b, describe in Part III.

6 For persons listed in Form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the net earnings of:

- | | | |
|--|-----------|--|
| a The organization? | 6a | |
| b Any related organization? | 6b | |
- If "Yes" to line 6a or 6b, describe in Part III.

7 For persons listed in Form 990, Part VII, Section A, line 1a, did the organization provide any non-fixed payments not described in lines 5 and 6? If "Yes," describe in Part III

8 Were any amounts reported in Form 990, Part VII, paid or accrued pursuant to a contract that was subject to the initial contract exception described in Regulations section 53.4958-4(a)(3)? If "Yes," describe in Part III

9 If "Yes" to line 8, did the organization also follow the rebuttable presumption procedure described in Regulations section 53.4958-6(c)?

	Yes	No
1b	<input checked="" type="checkbox"/>	
2	<input checked="" type="checkbox"/>	
4a		<input checked="" type="checkbox"/>
4b		<input checked="" type="checkbox"/>
4c		<input checked="" type="checkbox"/>
5a		
5b		
6a		
6b		
7		
8		
9		

Part I Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees. Use duplicate copies if additional space is needed.

For each individual whose compensation must be reported in Schedule J, report compensation from the organization on row (i) and from related organizations, described in the Instructions, on row (ii). Do not list any individuals that are not listed on Form 990, Part VII.

Note. The sum of columns (B)(i)-(iii) for each listed individual must equal the total amount of Form 990, Part VII, Section A, line 1a, applicable column (D) and (E) amounts for that individual.

(A) Name and Title		(B) Breakdown of W-2 and/or 1099-MISC compensation			(C) Retirement and other deferred compensation	(D) Non-taxable benefits	(E) Total of columns (B)(i)-(D)	(F) Compensation in column (B) reported as deferred in prior Form 990
		(i) Base compensation	(ii) Bonus & incentive compensation	(iii) Other reportable compensation				
Susan Bitter Smith	(i)	156739					156739	
1 Executive Director	(ii)							
2	(i)							
	(ii)							
3	(i)							
	(ii)							
4	(i)							
	(ii)							
5	(i)							
	(ii)							
6	(i)							
	(ii)							
7	(i)							
	(ii)							
8	(i)							
	(ii)							
9	(i)							
	(ii)							
10	(i)							
	(ii)							
11	(i)							
	(ii)							
12	(i)							
	(ii)							
13	(i)							
	(ii)							
14	(i)							
	(ii)							
15	(i)							
	(ii)							
16	(i)							
	(ii)							

SCHEDULE O
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Supplemental Information to Form 990 or 990-EZ

Complete to provide information for responses to specific questions on
Form 990 or 990-EZ or to provide any additional information.

▶ Attach to Form 990 or 990-EZ.

▶ Information about Schedule O (Form 990 or 990-EZ) and its instructions is at www.irs.gov/form990.

OMB No 1545-0047

2014

**Open to Public
Inspection**

Name of the organization

Southwest Cable Communications Association

Employer identification number

86-0279918

Part VI. 6 & 7a. SWCCA has active and associate members. The Association is governed by a Board of Directors who are duly elected
by the members at an Annual Meeting.

Part VI. 11b. The professional staff member of the Association has reviewed Form 990.

Part VI. 12c. Board Members are briefed on the conflict of interest policy at Board Member orientation sessions. SWCCA professional
staff consistently monitor the policy.

Part VI. 19. All organizational documents are available for public scrutiny at the Association's office at 4350 E. Camelback Road, Suite G-200,
Phoenix, AZ 85018.

EXHIBIT 34

Return of Organization Exempt From Income Tax

OMB No 1545-0047

2013

Open to Public Inspection

Under section 501(c), 527, or 4947(a)(1) of the Internal Revenue Code (except private foundations)

▶ Do not enter Social Security numbers on this form as it may be made public.

▶ Information about Form 990 and its instructions is at www.irs.gov/form990.

Department of the Treasury
Internal Revenue Service

A For the 2013 calendar year, or tax year beginning 2013, and ending 2013

B Check if applicable:
 Address change
 Name change
 Initial return
 Terminated
 Amended return
 Application pending

C Name of organization Southwest Cable Communications Association
 Doing Business As _____
 Number and street (or P O box if mail is not delivered to street address) Room/suite
4350 E. Camelback Rd. Suite G-200
 City or town, state or province, country, and ZIP or foreign postal code
Phoenix, AZ 85018

D Employer identification number
86-0279918

E Telephone number
602-955-4122

F Name and address of principal officer Susan Bitter Smith
4350 E. Camelback Rd. #G-200, Phoenix, AZ 85018

G Gross receipts \$ _____

H(a) Is this a group return for subordinates? Yes No
H(b) Are all subordinates included? Yes No
 If "No," attach a list (see instructions)

I Tax-exempt status 501(c)(3) 501(c) (6) ◀ (insert no) 4947(a)(1) or 527

J Website: ▶ www.swcable.org

K Form of organization Corporation Trust Association Other ▶

L Year of formation 1964 **M** State of legal domicile AZ

H(c) Group exemption number ▶ _____

Part I Summary

1 Briefly describe the organization's mission or most significant activities: <u>To foster and promote the development of cable television service.</u>		
2 Check this box <input type="checkbox"/> if the organization discontinued its operations or disposed of more than 25% of its net assets.		
3 Number of voting members of the governing body (Part VI, line 1a)	<u>3</u> <u>20</u>	
4 Number of independent voting members of the governing body (Part VI, line 1b)	<u>4</u> <u>0</u>	
5 Total number of individuals employed in calendar year 2013 (Part V, line 2a)	<u>5</u> <u>1</u>	
6 Total number of volunteers (estimate if necessary)	<u>6</u> <u>30</u>	
7a Total unrelated business revenue from Part VIII, column (C), line 12	<u>7a</u> _____	
b Net unrelated business taxable income from Form 990-T, line 34	<u>7b</u> _____	
Revenue	8 Contributions and grants (Part VIII, line 1h)	Prior Year <u>291510</u> Current Year <u>314657</u>
	9 Program service revenue (Part VIII, line 2g)	<u>81503</u> <u>75045</u>
	10 Investment income (Part VIII, column (A), lines 3, 4, and 7d)	<u>1256</u> <u>3221</u>
	11 Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	_____
	12 Total revenue—add lines 8 through 11 (must equal Part VIII, column (A), line 12)	<u>374269</u> <u>392923</u>
Expenses	13 Grants and similar amounts paid (Part IX, column (A), lines 1–3)	_____
	14 Benefits paid to or for members (Part IX, column (A), line 4)	_____
	15 Salaries, other compensation, employee benefits (Part IX, column (A), lines 5–10)	<u>222698</u> <u>196071</u>
	16a Professional fundraising fees (Part IX, column (A), line 11e)	_____
	b Total fundraising expenses (Part IX, column (D), line 25) ▶	_____
17 Other expenses (Part IX, column (A), lines 11a–11d, 11f–24e)	<u>147744</u> <u>186236</u>	
18 Total expenses. Add lines 13–17 (must equal Part IX, column (A), line 25)	<u>370442</u> <u>382307</u>	
19 Revenue less expenses. Subtract line 18 from line 12	<u>3827</u> <u>10616</u>	
Net Assets or Fund Balances	20 Total assets (Part X, line 16)	Beginning of Current Year <u>35482</u> End of Year <u>67534</u>
	21 Total liabilities (Part X, line 26)	<u>11365</u> <u>13811</u>
	22 Net assets or fund balances. Subtract line 21 from line 20	<u>24117</u> <u>53723</u>

Part II Signature Block

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than officer) is based on all information of which preparer has any knowledge.

Sign Here Signature of officer: Susan Bitter Smith, Executive Director Date: 3/18/14

Paid Preparer Use Only Print/Type preparer's name: _____ Preparer's signature: _____ Date: _____ Check if self-employed PTIN: _____

Firm's name: _____ Firm's EIN: _____
 Firm's address: _____ Phone no: _____

May the IRS discuss this return with the preparer shown above? (see instructions) Yes No

SCANNED APR 07 2014

15

Part III Statement of Program Service Accomplishments

Check if Schedule O contains a response or note to any line in this Part III

1 Briefly describe the organization's mission:

Revenues are used for promotion, service, and disseminating information to increase public understanding of cable television's role in the community, and other activities to promote the advancement of the cable television industry.

2 Did the organization undertake any significant program services during the year which were not listed on the prior Form 990 or 990-EZ? Yes No

If "Yes," describe these new services on Schedule O.

3 Did the organization cease conducting, or make significant changes in how it conducts, any program services? Yes No

If "Yes," describe these changes on Schedule O.

4 Describe the organization's program service accomplishments for each of its three largest program services, as measured by expenses. Section 501(c)(3) and 501(c)(4) organizations are required to report the amount of grants and allocations to others, the total expenses, and revenue, if any, for each program service reported.

4a (Code:) (Expenses \$ including grants of \$) (Revenue \$)

4b (Code:) (Expenses \$ including grants of \$) (Revenue \$)

4c (Code:) (Expenses \$ including grants of \$) (Revenue \$)

4d Other program services (Describe in Schedule O.) (Expenses \$ including grants of \$) (Revenue \$)

4e Total program service expenses ▶

Part IV Checklist of Required Schedules

	Yes	No
1 Is the organization described in section 501(c)(3) or 4947(a)(1) (other than a private foundation)? If "Yes," complete Schedule A		✓
2 Is the organization required to complete Schedule B, Schedule of Contributors (see instructions)?		✓
3 Did the organization engage in direct or indirect political campaign activities on behalf of or in opposition to candidates for public office? If "Yes," complete Schedule C, Part I		✓
4 Section 501(c)(3) organizations. Did the organization engage in lobbying activities, or have a section 501(h) election in effect during the tax year? If "Yes," complete Schedule C, Part II		
5 Is the organization a section 501(c)(4), 501(c)(5), or 501(c)(6) organization that receives membership dues, assessments, or similar amounts as defined in Revenue Procedure 98-19? If "Yes," complete Schedule C, Part III	✓	
6 Did the organization maintain any donor advised funds or any similar funds or accounts for which donors have the right to provide advice on the distribution or investment of amounts in such funds or accounts? If "Yes," complete Schedule D, Part I		✓
7 Did the organization receive or hold a conservation easement, including easements to preserve open space, the environment, historic land areas, or historic structures? If "Yes," complete Schedule D, Part II		✓
8 Did the organization maintain collections of works of art, historical treasures, or other similar assets? If "Yes," complete Schedule D, Part III		✓
9 Did the organization report an amount in Part X, line 21, for escrow or custodial account liability; serve as a custodian for amounts not listed in Part X; or provide credit counseling, debt management, credit repair, or debt negotiation services? If "Yes," complete Schedule D, Part IV		✓
10 Did the organization, directly or through a related organization, hold assets in temporarily restricted endowments, permanent endowments, or quasi-endowments? If "Yes," complete Schedule D, Part V		✓
11 If the organization's answer to any of the following questions is "Yes," then complete Schedule D, Parts VI, VII, VIII, IX, or X as applicable.		
a Did the organization report an amount for land, buildings, and equipment in Part X, line 10? If "Yes," complete Schedule D, Part VI		✓
b Did the organization report an amount for investments—other securities in Part X, line 12 that is 5% or more of its total assets reported in Part X, line 16? If "Yes," complete Schedule D, Part VII		✓
c Did the organization report an amount for investments—program related in Part X, line 13 that is 5% or more of its total assets reported in Part X, line 16? If "Yes," complete Schedule D, Part VIII		✓
d Did the organization report an amount for other assets in Part X, line 15 that is 5% or more of its total assets reported in Part X, line 16? If "Yes," complete Schedule D, Part IX		✓
e Did the organization report an amount for other liabilities in Part X, line 25? If "Yes," complete Schedule D, Part X		✓
f Did the organization's separate or consolidated financial statements for the tax year include a footnote that addresses the organization's liability for uncertain tax positions under FIN 48 (ASC 740)? If "Yes," complete Schedule D, Part X		✓
12 a Did the organization obtain separate, independent audited financial statements for the tax year? If "Yes," complete Schedule D, Parts XI and XII		✓
b Was the organization included in consolidated, independent audited financial statements for the tax year? If "Yes," and if the organization answered "No" to line 12a, then completing Schedule D, Parts XI and XII is optional		✓
13 Is the organization a school described in section 170(b)(1)(A)(ii)? If "Yes," complete Schedule E		✓
14 a Did the organization maintain an office, employees, or agents outside of the United States?		✓
b Did the organization have aggregate revenues or expenses of more than \$10,000 from grantmaking, fundraising, business, investment, and program service activities outside the United States, or aggregate foreign investments valued at \$100,000 or more? If "Yes," complete Schedule F, Parts I and IV.		✓
15 Did the organization report on Part IX, column (A), line 3, more than \$5,000 of grants or other assistance to or for any foreign organization? If "Yes," complete Schedule F, Parts II and IV		✓
16 Did the organization report on Part IX, column (A), line 3, more than \$5,000 of aggregate grants or other assistance to or for foreign individuals? If "Yes," complete Schedule F, Parts III and IV.		✓
17 Did the organization report a total of more than \$15,000 of expenses for professional fundraising services on Part IX, column (A), lines 6 and 11e? If "Yes," complete Schedule G, Part I (see instructions)		✓
18 Did the organization report more than \$15,000 total of fundraising event gross income and contributions on Part VIII, lines 1c and 8a? If "Yes," complete Schedule G, Part II		✓
19 Did the organization report more than \$15,000 of gross income from gaming activities on Part VIII, line 9a? If "Yes," complete Schedule G, Part III		✓
20 a Did the organization operate one or more hospital facilities? If "Yes," complete Schedule H		✓
b If "Yes" to line 20a, did the organization attach a copy of its audited financial statements to this return?		✓

Part IV Checklist of Required Schedules (continued)

		Yes	No
21	Did the organization report more than \$5,000 of grants or other assistance to any domestic organization or government on Part IX, column (A), line 1? If "Yes," complete Schedule I, Parts I and II		✓
22	Did the organization report more than \$5,000 of grants or other assistance to individuals in the United States on Part IX, column (A), line 2? If "Yes," complete Schedule I, Parts I and III		✓
23	Did the organization answer "Yes" to Part VII, Section A, line 3, 4, or 5 about compensation of the organization's current and former officers, directors, trustees, key employees, and highest compensated employees? If "Yes," complete Schedule J	✓	
24a	Did the organization have a tax-exempt bond issue with an outstanding principal amount of more than \$100,000 as of the last day of the year, that was issued after December 31, 2002? If "Yes," answer lines 24b through 24d and complete Schedule K. If "No," go to line 25a		✓
b	Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception?		✓
c	Did the organization maintain an escrow account other than a refunding escrow at any time during the year to defease any tax-exempt bonds?		✓
d	Did the organization act as an "on behalf of" issuer for bonds outstanding at any time during the year?		✓
25a	Section 501(c)(3) and 501(c)(4) organizations. Did the organization engage in an excess benefit transaction with a disqualified person during the year? If "Yes," complete Schedule L, Part I		
b	Is the organization aware that it engaged in an excess benefit transaction with a disqualified person in a prior year, and that the transaction has not been reported on any of the organization's prior Forms 990 or 990-EZ? If "Yes," complete Schedule L, Part I		
26	Did the organization report any amount on Part X, line 5, 6, or 22 for receivables from or payables to any current or former officers, directors, trustees, key employees, highest compensated employees, or disqualified persons? If so, complete Schedule L, Part II		✓
27	Did the organization provide a grant or other assistance to an officer, director, trustee, key employee, substantial contributor or employee thereof, a grant selection committee member, or to a 35% controlled entity or family member of any of these persons? If "Yes," complete Schedule L, Part III		✓
28	Was the organization a party to a business transaction with one of the following parties (see Schedule L, Part IV instructions for applicable filing thresholds, conditions, and exceptions):		
a	A current or former officer, director, trustee, or key employee? If "Yes," complete Schedule L, Part IV		✓
b	A family member of a current or former officer, director, trustee, or key employee? If "Yes," complete Schedule L, Part IV		✓
c	An entity of which a current or former officer, director, trustee, or key employee (or a family member thereof) was an officer, director, trustee, or direct or indirect owner? If "Yes," complete Schedule L, Part IV		✓
29	Did the organization receive more than \$25,000 in non-cash contributions? If "Yes," complete Schedule M		✓
30	Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified conservation contributions? If "Yes," complete Schedule M		✓
31	Did the organization liquidate, terminate, or dissolve and cease operations? If "Yes," complete Schedule N, Part I		✓
32	Did the organization sell, exchange, dispose of, or transfer more than 25% of its net assets? If "Yes," complete Schedule N, Part II		✓
33	Did the organization own 100% of an entity disregarded as separate from the organization under Regulations sections 301.7701-2 and 301.7701-3? If "Yes," complete Schedule R, Part I		✓
34	Was the organization related to any tax-exempt or taxable entity? If "Yes," complete Schedule R, Part II, III, or IV, and Part V, line 1		✓
35a	Did the organization have a controlled entity within the meaning of section 512(b)(13)?		✓
b	If "Yes" to line 35a, did the organization receive any payment from or engage in any transaction with a controlled entity within the meaning of section 512(b)(13)? If "Yes," complete Schedule R, Part V, line 2		✓
36	Section 501(c)(3) organizations. Did the organization make any transfers to an exempt non-charitable related organization? If "Yes," complete Schedule R, Part V, line 2		
37	Did the organization conduct more than 5% of its activities through an entity that is not a related organization and that is treated as a partnership for federal income tax purposes? If "Yes," complete Schedule R, Part VI		✓
38	Did the organization complete Schedule O and provide explanations in Schedule O for Part VI, lines 11b and 19? Note. All Form 990 filers are required to complete Schedule O	✓	

Part V Statements Regarding Other IRS Filings and Tax Compliance

Check if Schedule O contains a response or note to any line in this Part V

Table with columns for question numbers (1a-14b), Yes/No checkboxes, and numerical input fields. Contains questions about Form 1096, Form W-2G, Form W-3, foreign accounts, prohibited transactions, and charitable contributions.

Part VI Governance, Management, and Disclosure For each "Yes" response to lines 2 through 7b below, and for a "No" response to line 8a, 8b, or 10b below, describe the circumstances, processes, or changes in Schedule O. See instructions.
 Check if Schedule O contains a response or note to any line in this Part VI

Section A. Governing Body and Management

		Yes	No
1a	Enter the number of voting members of the governing body at the end of the tax year If there are material differences in voting rights among members of the governing body, or if the governing body delegated broad authority to an executive committee or similar committee, explain in Schedule O.	20	
b	Enter the number of voting members included in line 1a, above, who are independent	0	
2	Did any officer, director, trustee, or key employee have a family relationship or a business relationship with any other officer, director, trustee, or key employee?		<input checked="" type="checkbox"/>
3	Did the organization delegate control over management duties customarily performed by or under the direct supervision of officers, directors, or trustees, or key employees to a management company or other person?		<input checked="" type="checkbox"/>
4	Did the organization make any significant changes to its governing documents since the prior Form 990 was filed?		<input checked="" type="checkbox"/>
5	Did the organization become aware during the year of a significant diversion of the organization's assets?		<input checked="" type="checkbox"/>
6	Did the organization have members or stockholders?	<input checked="" type="checkbox"/>	
7a	Did the organization have members, stockholders, or other persons who had the power to elect or appoint one or more members of the governing body?	<input checked="" type="checkbox"/>	
b	Are any governance decisions of the organization reserved to (or subject to approval by) members, stockholders, or persons other than the governing body?		<input checked="" type="checkbox"/>
8	Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following:		
a	The governing body?	<input checked="" type="checkbox"/>	
b	Each committee with authority to act on behalf of the governing body?	<input checked="" type="checkbox"/>	
9	Is there any officer, director, trustee, or key employee listed in Part VII, Section A, who cannot be reached at the organization's mailing address? If "Yes," provide the names and addresses in Schedule O.		<input checked="" type="checkbox"/>

Section B. Policies (This Section B requests information about policies not required by the Internal Revenue Code.)

		Yes	No
10a	Did the organization have local chapters, branches, or affiliates?		<input checked="" type="checkbox"/>
b	If "Yes," did the organization have written policies and procedures governing the activities of such chapters, affiliates, and branches to ensure their operations are consistent with the organization's exempt purposes?		
11a	Has the organization provided a complete copy of this Form 990 to all members of its governing body before filing the form?		<input checked="" type="checkbox"/>
b	Describe in Schedule O the process, if any, used by the organization to review this Form 990.		
12a	Did the organization have a written conflict of interest policy? If "No," go to line 13	<input checked="" type="checkbox"/>	
b	Were officers, directors, or trustees, and key employees required to disclose annually interests that could give rise to conflicts?	<input checked="" type="checkbox"/>	
c	Did the organization regularly and consistently monitor and enforce compliance with the policy? If "Yes," describe in Schedule O how this was done	<input checked="" type="checkbox"/>	
13	Did the organization have a written whistleblower policy?		<input checked="" type="checkbox"/>
14	Did the organization have a written document retention and destruction policy?	<input checked="" type="checkbox"/>	
15	Did the process for determining compensation of the following persons include a review and approval by independent persons, comparability data, and contemporaneous substantiation of the deliberation and decision?		
a	The organization's CEO, Executive Director, or top management official		<input checked="" type="checkbox"/>
b	Other officers or key employees of the organization If "Yes" to line 15a or 15b, describe the process in Schedule O (see instructions).		
16a	Did the organization invest in, contribute assets to, or participate in a joint venture or similar arrangement with a taxable entity during the year?		<input checked="" type="checkbox"/>
b	If "Yes," did the organization follow a written policy or procedure requiring the organization to evaluate its participation in joint venture arrangements under applicable federal tax law, and take steps to safeguard the organization's exempt status with respect to such arrangements?		

Section C. Disclosure

- 17 List the states with which a copy of this Form 990 is required to be filed ► AZ
- 18 Section 6104 requires an organization to make its Forms 1023 (or 1024 if applicable), 990, and 990-T (Section 501(c)(3)s only) available for public inspection. Indicate how you made these available. Check all that apply.
 Own website Another's website Upon request Other (explain in Schedule O)
- 19 Describe in Schedule O whether (and if so, how) the organization made its governing documents, conflict of interest policy, and financial statements available to the public during the tax year.
- 20 State the name, physical address, and telephone number of the person who possesses the books and records of the organization: ► Susan Bitter Smith, 4350 E. Camelback Rd. Suite G-200, Phoenix, AZ 85018 (602) 955-4122

Part VII Compensation of Officers, Directors, Trustees, Key Employees, Highest Compensated Employees, and Independent Contractors

Check if Schedule O contains a response or note to any line in this Part VII

Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees

1a Complete this table for all persons required to be listed. Report compensation for the calendar year ending with or within the organization's tax year.

- List all of the organization's **current** officers, directors, trustees (whether individuals or organizations), regardless of amount of compensation. Enter -0- in columns (D), (E), and (F) if no compensation was paid.
- List all of the organization's **current** key employees, if any. See instructions for definition of "key employee."
- List the organization's five **current** highest compensated employees (other than an officer, director, trustee, or key employee) who received reportable compensation (Box 5 of Form W-2 and/or Box 7 of Form 1099-MISC) of more than \$100,000 from the organization and any related organizations.
- List all of the organization's **former** officers, key employees, and highest compensated employees who received more than \$100,000 of reportable compensation from the organization and any related organizations.
- List all of the organization's **former** directors or trustees that received, in the capacity as a former director or trustee of the organization, more than \$10,000 of reportable compensation from the organization and any related organizations.

List persons in the following order: individual trustees or directors; institutional trustees; officers; key employees; highest compensated employees; and former such persons.

Check this box if neither the organization nor any related organization compensated any current officer, director, or trustee.

(A) Name and Title	(B) Average hours per week (list any hours for related organizations below dotted line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
(1) Lora Radicke Director		✓					0	0	0	
(2) Mike Kim Director		✓					0	0	0	
(3) Susanna Kilby Director		✓					0	0	0	
(4) Susan Anable Director		✓					0	0	0	
(5) Frank Antonovich Director		✓					0	0	0	
(6) Michael Bolognini Director		✓					0	0	0	
(7) Stephen Brideau Director		✓					0	0	0	
(8) Chris Dunkeson Director		✓					0	0	0	
(9) Dennis Edwards Director		✓					0	0	0	
(10) Steven Gerber Director		✓					0	0	0	
(11) Terry Mullins Director		✓					0	0	0	
(12) Paul Pecora Director		✓					0	0	0	
(13) Alan Price Director		✓					0	0	0	
(14) Stuart Roberts Director		✓					0	0	0	

Part VII Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees (continued)

(A) Name and title	(B) Average hours per week (list any hours for related organizations below dotted line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
(15) John Schurz Director		<input checked="" type="checkbox"/>						0	0	0
(16) Jane Shanley Director		<input checked="" type="checkbox"/>						0	0	0
(17) Dan Spoelman Director		<input checked="" type="checkbox"/>						0	0	0
(18) Lisa Lovallo President				<input checked="" type="checkbox"/>				0	0	0
(19) John Christopher President-Elect				<input checked="" type="checkbox"/>				0	0	0
(20) Michael Zarrilli Secretary-Treasurer				<input checked="" type="checkbox"/>				0	0	0
(21) Susan Bitter Smith Executive Director	40				<input checked="" type="checkbox"/>			153665	0	5400
(22)										
(23)										
(24)										
(25)										
1b Sub-total								153665		5400
c Total from continuation sheets to Part VII, Section A										
d Total (add lines 1b and 1c)								153665		5400

2 Total number of individuals (including but not limited to those listed above) who received more than \$100,000 of reportable compensation from the organization ▶

	Yes	No
3 Did the organization list any former officer, director, or trustee, key employee, or highest compensated employee on line 1a? If "Yes," complete Schedule J for such individual		<input checked="" type="checkbox"/>
4 For any individual listed on line 1a, is the sum of reportable compensation and other compensation from the organization and related organizations greater than \$150,000? If "Yes," complete Schedule J for such individual	<input checked="" type="checkbox"/>	
5 Did any person listed on line 1a receive or accrue compensation from any unrelated organization or individual for services rendered to the organization? If "Yes," complete Schedule J for such person		<input checked="" type="checkbox"/>

Section B. Independent Contractors

1 Complete this table for your five highest compensated independent contractors that received more than \$100,000 of compensation from the organization. Report compensation for the calendar year ending with or within the organization's tax year.

(A) Name and business address	(B) Description of services	(C) Compensation

2 Total number of independent contractors (including but not limited to those listed above) who received more than \$100,000 of compensation from the organization ▶

Part VIII Statement of Revenue

Check if Schedule O contains a response or note to any line in this Part VIII

			(A) Total revenue	(B) Related or exempt function revenue	(C) Unrelated business revenue	(D) Revenue excluded from tax under sections 512-514	
Contributions, Gifts, Grants and Other Similar Amounts	1a	Federated campaigns	1a				
	b	Membership dues	1b	314657			
	c	Fundraising events	1c				
	d	Related organizations	1d				
	e	Government grants (contributions)	1e				
	f	All other contributions, gifts, grants, and similar amounts not included above	1f				
	g	Noncash contributions included in lines 1a-1f: \$					
	h	Total. Add lines 1a-1f		314657			
Program Service Revenue			Business Code				
	2a	Annual Meeting	900099	43285			
	b	Golf Tournament	900099	31760			
	c					
	d					
	e					
	f	All other program service revenue					
g	Total. Add lines 2a-2f		75045				
Other Revenue	3	Investment income (including dividends, interest, and other similar amounts)		3221			
	4	Income from investment of tax-exempt bond proceeds					
	5	Royalties					
	6a	Gross rents	(i) Real	(ii) Personal			
	b	Less: rental expenses					
	c	Rental income or (loss)					
	d	Net rental income or (loss)					
	7a	Gross amount from sales of assets other than inventory	(i) Securities	(ii) Other			
	b	Less: cost or other basis and sales expenses					
	c	Gain or (loss)					
d	Net gain or (loss)						
8a	Gross income from fundraising events (not including \$ of contributions reported on line 1c). See Part IV, line 18	a					
b	Less: direct expenses	b					
c	Net income or (loss) from fundraising events						
9a	Gross income from gaming activities. See Part IV, line 19	a					
		b					
		c	Net income or (loss) from gaming activities				
10a	Gross sales of inventory, less returns and allowances	a					
		b	Less: cost of goods sold	b			
		c	Net income or (loss) from sales of inventory				
Miscellaneous Revenue		Business Code					
11a						
b						
c						
d	All other revenue						
e	Total. Add lines 11a-11d						
12	Total revenue. See instructions.		392923				

Part IX Statement of Functional Expenses

Section 501(c)(3) and 501(c)(4) organizations must complete all columns. All other organizations must complete column (A).

Check if Schedule O contains a response or note to any line in this Part IX

Do not include amounts reported on lines 6b, 7b, 8b, 9b, and 10b of Part VIII.

	(A) Total expenses	(B) Program service expenses	(C) Management and general expenses	(D) Fundraising expenses
1 Grants and other assistance to governments and organizations in the United States. See Part IV, line 21				
2 Grants and other assistance to individuals in the United States. See Part IV, line 22				
3 Grants and other assistance to governments, organizations, and individuals outside the United States. See Part IV, lines 15 and 16				
4 Benefits paid to or for members				
5 Compensation of current officers, directors, trustees, and key employees	153665			
6 Compensation not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B)				
7 Other salaries and wages	6138			
8 Pension plan accruals and contributions (include section 401(k) and 403(b) employer contributions)	9810			
9 Other employee benefits	16717			
10 Payroll taxes	9741			
11 Fees for services (non-employees):				
a Management				
b Legal	22310			
c Accounting	2000			
d Lobbying	30002			
e Professional fundraising services. See Part IV, line 17				
f Investment management fees				
g Other. (If line 11g amount exceeds 10% of line 25, column (A) amount, list line 11g expenses on Schedule O.)				
12 Advertising and promotion				
13 Office expenses	5729			
14 Information technology				
15 Royalties				
16 Occupancy	21900			
17 Travel	14645			
18 Payments of travel or entertainment expenses for any federal, state, or local public officials				
19 Conferences, conventions, and meetings	58882			
20 Interest				
21 Payments to affiliates				
22 Depreciation, depletion, and amortization				
23 Insurance				
24 Other expenses. Itemize expenses not covered above (List miscellaneous expenses in line 24e. If line 24e amount exceeds 10% of line 25, column (A) amount, list line 24e expenses on Schedule O.)				
a Dues	17118			
b Postage	2159			
c Phone	2803			
d Bank Credit Card Fee	2827			
e All other expenses printing/ent/books/rep	5861			
25 Total functional expenses. Add lines 1 through 24e	382307			
26 Joint costs. Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation. Check here <input type="checkbox"/> if following SOP 98-2 (ASC 958-720)				

Part X Balance Sheet

Check if Schedule O contains a response or note to any line in this Part X

		(A)		(B)
		Beginning of year		End of year
Assets	1 Cash—non-interest-bearing	10783	1	38577
	2 Savings and temporary cash investments	23490	2	26710
	3 Pledges and grants receivable, net		3	
	4 Accounts receivable, net		4	
	5 Loans and other receivables from current and former officers, directors, trustees, key employees, and highest compensated employees. Complete Part II of Schedule L		5	
	6 Loans and other receivables from other disqualified persons (as defined under section 4958(f)(1)), persons described in section 4958(c)(3)(B), and contributing employers and sponsoring organizations of section 501(c)(9) voluntary employees' beneficiary organizations (see instructions). Complete Part II of Schedule L		6	
	7 Notes and loans receivable, net		7	
	8 Inventories for sale or use		8	
	9 Prepaid expenses and deferred charges		9	
	10a Land, buildings, and equipment: cost or other basis. Complete Part VI of Schedule D	10a 64822		
	b Less: accumulated depreciation	10b 62575	1209	10c 2247
	11 Investments—publicly traded securities		11	
	12 Investments—other securities. See Part IV, line 11		12	
	13 Investments—program-related. See Part IV, line 11		13	
	14 Intangible assets		14	
	15 Other assets. See Part IV, line 11		15	
16 Total assets. Add lines 1 through 15 (must equal line 34)	35482	16	67534	
Liabilities	17 Accounts payable and accrued expenses		17	
	18 Grants payable		18	
	19 Deferred revenue	5010	19	7400
	20 Tax-exempt bond liabilities		20	
	21 Escrow or custodial account liability. Complete Part IV of Schedule D		21	
	22 Loans and other payables to current and former officers, directors, trustees, key employees, highest compensated employees, and disqualified persons. Complete Part II of Schedule L		22	
	23 Secured mortgages and notes payable to unrelated third parties		23	
	24 Unsecured notes and loans payable to unrelated third parties		24	
	25 Other liabilities (including federal income tax, payables to related third parties, and other liabilities not included on lines 17-24). Complete Part X of Schedule D	6355	25	6411
	26 Total liabilities. Add lines 17 through 25	11365	26	13811
Net Assets or Fund Balances	Organizations that follow SFAS 117 (ASC 958), check here <input type="checkbox"/> and complete lines 27 through 29, and lines 33 and 34.			
	27 Unrestricted net assets	24117	27	53723
	28 Temporarily restricted net assets		28	
	29 Permanently restricted net assets		29	
	Organizations that do not follow SFAS 117 (ASC 958), check here <input type="checkbox"/> and complete lines 30 through 34.			
	30 Capital stock or trust principal, or current funds		30	
	31 Paid-in or capital surplus, or land, building, or equipment fund		31	
	32 Retained earnings, endowment, accumulated income, or other funds		32	
33 Total net assets or fund balances	24117	33	53723	
34 Total liabilities and net assets/fund balances	35482	34	67534	

Part XI Reconciliation of Net Assets

Check if Schedule O contains a response or note to any line in this Part XI

1	Total revenue (must equal Part VIII, column (A), line 12)	1	392923
2	Total expenses (must equal Part IX, column (A), line 25)	2	382307
3	Revenue less expenses. Subtract line 2 from line 1	3	10616
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	4	24117
5	Net unrealized gains (losses) on investments	5	
6	Donated services and use of facilities	6	
7	Investment expenses	7	
8	Prior period adjustments	8	
9	Other changes in net assets or fund balances (explain in Schedule O)	9	18990
10	Net assets or fund balances at end of year. Combine lines 3 through 9 (must equal Part X, line 33, column (B))	10	53723

Part XII Financial Statements and Reporting

Check if Schedule O contains a response or note to any line in this Part XII

- 1** Accounting method used to prepare the Form 990: Cash Accrual Other _____
If the organization changed its method of accounting from a prior year or checked "Other," explain in Schedule O.
- 2a** Were the organization's financial statements compiled or reviewed by an independent accountant? . . .
If "Yes," check a box below to indicate whether the financial statements for the year were compiled or reviewed on a separate basis, consolidated basis, or both:
 Separate basis Consolidated basis Both consolidated and separate basis
- b** Were the organization's financial statements audited by an independent accountant? . . .
If "Yes," check a box below to indicate whether the financial statements for the year were audited on a separate basis, consolidated basis, or both:
 Separate basis Consolidated basis Both consolidated and separate basis
- c** If "Yes" to line 2a or 2b, does the organization have a committee that assumes responsibility for oversight of the audit, review, or compilation of its financial statements and selection of an independent accountant?
If the organization changed either its oversight process or selection process during the tax year, explain in Schedule O.
- 3a** As a result of a federal award, was the organization required to undergo an audit or audits as set forth in the Single Audit Act and OMB Circular A-133? . . .
- b** If "Yes," did the organization undergo the required audit or audits? If the organization did not undergo the required audit or audits, explain why in Schedule O and describe any steps taken to undergo such audits.

	Yes	No
2a	✓	
2b		✓
2c		✓
3a		✓
3b		

SCHEDULE C
(Form 990 or 990-EZ)

Political Campaign and Lobbying Activities

OMB No 1545-0047

2013

Open to Public Inspection

Department of the Treasury
Internal Revenue Service

For Organizations Exempt From Income Tax Under section 501(c) and section 527
▶ Complete if the organization is described below. ▶ Attach to Form 990 or Form 990-EZ.
▶ See separate instructions. ▶ Information about Schedule C (Form 990 or 990-EZ) and its instructions is at www.irs.gov/form990.

If the organization answered "Yes," to Form 990, Part IV, line 3, or Form 990-EZ, Part V, line 46 (Political Campaign Activities), then

- Section 501(c)(3) organizations. Complete Parts I-A and B. Do not complete Part I-C.
- Section 501(c) (other than section 501(c)(3)) organizations: Complete Parts I-A and C below. Do not complete Part I-B.
- Section 527 organizations. Complete Part I-A only.

If the organization answered "Yes," to Form 990, Part IV, line 4, or Form 990-EZ, Part VI, line 47 (Lobbying Activities), then

- Section 501(c)(3) organizations that have filed Form 5768 (election under section 501(h)): Complete Part II-A. Do not complete Part II-B.
- Section 501(c)(3) organizations that have NOT filed Form 5768 (election under section 501(h)): Complete Part II-B. Do not complete Part II-A.

If the organization answered "Yes," to Form 990, Part IV, line 5 (Proxy Tax) or Form 990-EZ, Part V, line 35c (Proxy Tax), then

- Section 501(c)(4), (5), or (6) organizations: Complete Part III.

Name of organization Southwest Cable Communications Association	Employer identification number 86-0279918
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Part I-A Complete if the organization is exempt under section 501(c) or is a section 527 organization.

- 1 Provide a description of the organization's direct and indirect political campaign activities in Part IV.
- 2 Political expenditures ▶ \$
- 3 Volunteer hours

Part I-B Complete if the organization is exempt under section 501(c)(3).

- 1 Enter the amount of any excise tax incurred by the organization under section 4955 ▶ \$
- 2 Enter the amount of any excise tax incurred by organization managers under section 4955 ▶ \$
- 3 If the organization incurred a section 4955 tax, did it file Form 4720 for this year? Yes No
- 4a Was a correction made? Yes No
- b If "Yes," describe in Part IV.

Part I-C Complete if the organization is exempt under section 501(c), except section 501(c)(3).

- 1 Enter the amount directly expended by the filing organization for section 527 exempt function activities ▶ \$
- 2 Enter the amount of the filing organization's funds contributed to other organizations for section 527 exempt function activities ▶ \$
- 3 Total exempt function expenditures. Add lines 1 and 2. Enter here and on Form 1120-POL, line 17b ▶ \$
- 4 Did the filing organization file Form 1120-POL for this year? Yes No
- 5 Enter the names, addresses and employer identification number (EIN) of all section 527 political organizations to which the filing organization made payments. For each organization listed, enter the amount paid from the filing organization's funds. Also enter the amount of political contributions received that were promptly and directly delivered to a separate political organization, such as a separate segregated fund or a political action committee (PAC). If additional space is needed, provide information in Part IV.

(a) Name	(b) Address	(c) EIN	(d) Amount paid from filing organization's funds. If none, enter -0-	(e) Amount of political contributions received and promptly and directly delivered to a separate political organization. If none, enter -0-
(1)				
(2)				
(3)				
(4)				
(5)				
(6)				

Part I-A Complete if the organization is exempt under section 501(c)(3) and filed Form 5768 (election under section 501(h)).

- A** Check if the filing organization belongs to an affiliated group (and list in Part IV each affiliated group member's name, address, EIN, expenses, and share of excess lobbying expenditures).
B Check if the filing organization checked box A and "limited control" provisions apply.

Limits on Lobbying Expenditures (The term "expenditures" means amounts paid or incurred.)		(a) Filing organization's totals	(b) Affiliated group totals												
1a	Total lobbying expenditures to influence public opinion (grass roots lobbying)														
b	Total lobbying expenditures to influence a legislative body (direct lobbying)														
c	Total lobbying expenditures (add lines 1a and 1b)														
d	Other exempt purpose expenditures														
e	Total exempt purpose expenditures (add lines 1c and 1d)														
f	Lobbying nontaxable amount. Enter the amount from the following table in both columns.														
<table border="1"> <thead> <tr> <th>If the amount on line 1e, column (a) or (b) is:</th> <th>The lobbying nontaxable amount is:</th> </tr> </thead> <tbody> <tr> <td>Not over \$500,000</td> <td>20% of the amount on line 1e.</td> </tr> <tr> <td>Over \$500,000 but not over \$1,000,000</td> <td>\$100,000 plus 15% of the excess over \$500,000.</td> </tr> <tr> <td>Over \$1,000,000 but not over \$1,500,000</td> <td>\$175,000 plus 10% of the excess over \$1,000,000.</td> </tr> <tr> <td>Over \$1,500,000 but not over \$17,000,000</td> <td>\$225,000 plus 5% of the excess over \$1,500,000.</td> </tr> <tr> <td>Over \$17,000,000</td> <td>\$1,000,000.</td> </tr> </tbody> </table>		If the amount on line 1e, column (a) or (b) is:	The lobbying nontaxable amount is:	Not over \$500,000	20% of the amount on line 1e.	Over \$500,000 but not over \$1,000,000	\$100,000 plus 15% of the excess over \$500,000.	Over \$1,000,000 but not over \$1,500,000	\$175,000 plus 10% of the excess over \$1,000,000.	Over \$1,500,000 but not over \$17,000,000	\$225,000 plus 5% of the excess over \$1,500,000.	Over \$17,000,000	\$1,000,000.		
If the amount on line 1e, column (a) or (b) is:	The lobbying nontaxable amount is:														
Not over \$500,000	20% of the amount on line 1e.														
Over \$500,000 but not over \$1,000,000	\$100,000 plus 15% of the excess over \$500,000.														
Over \$1,000,000 but not over \$1,500,000	\$175,000 plus 10% of the excess over \$1,000,000.														
Over \$1,500,000 but not over \$17,000,000	\$225,000 plus 5% of the excess over \$1,500,000.														
Over \$17,000,000	\$1,000,000.														
g	Grassroots nontaxable amount (enter 25% of line 1f)														
h	Subtract line 1g from line 1a. If zero or less, enter -0-														
i	Subtract line 1f from line 1c. If zero or less, enter -0-														
j	If there is an amount other than zero on either line 1h or line 1i, did the organization file Form 4720 reporting section 4911 tax for this year?		<input type="checkbox"/> Yes <input type="checkbox"/> No												

4-Year Averaging Period Under Section 501(h)
 (Some organizations that made a section 501(h) election do not have to complete all of the five columns below. See the instructions for lines 2a through 2f on page 4.)

Lobbying Expenditures During 4-Year Averaging Period					
Calendar year (or fiscal year beginning in)	(a) 2010	(b) 2011	(c) 2012	(d) 2013	(e) Total
2a Lobbying nontaxable amount					
b Lobbying ceiling amount (150% of line 2a, column (e))					
c Total lobbying expenditures					
d Grassroots nontaxable amount					
e Grassroots ceiling amount (150% of line 2d, column (e))					
f Grassroots lobbying expenditures					

Part IV Supplemental Information (continued)

Area with horizontal dashed lines for supplemental information.

SCHEDULE D (Form 990)

Supplemental Financial Statements

OMB No 1545-0047

2013

Open to Public Inspection

Department of the Treasury Internal Revenue Service

Complete if the organization answered "Yes," to Form 990, Part IV, line 6, 7, 8, 9, 10, 11a, 11b, 11c, 11d, 11e, 11f, 12a, or 12b. Attach to Form 990.

Information about Schedule D (Form 990) and its instructions is at www.irs.gov/form990.

Name of the organization

Employer identification number

Southwest Cable Communications Association

86-0279918

Part I Organizations Maintaining Donor Advised Funds or Other Similar Funds or Accounts.

Complete if the organization answered "Yes" to Form 990, Part IV, line 6.

Table with 2 columns: (a) Donor advised funds, (b) Funds and other accounts. Rows include: 1 Total number at end of year, 2 Aggregate contributions to (during year), 3 Aggregate grants from (during year), 4 Aggregate value at end of year, 5 Did the organization inform all donors and donor advisors in writing that the assets held in donor advised funds are the organization's property, subject to the organization's exclusive legal control?, 6 Did the organization inform all grantees, donors, and donor advisors in writing that grant funds can be used only for charitable purposes and not for the benefit of the donor or donor advisor, or for any other purpose conferring impermissible private benefit?

Part II Conservation Easements.

Complete if the organization answered "Yes" to Form 990, Part IV, line 7.

Table with 2 columns: Description, Held at the End of the Tax Year. Rows include: 1 Purpose(s) of conservation easements held by the organization (check all that apply), 2 Complete lines 2a through 2d if the organization held a qualified conservation contribution in the form of a conservation easement on the last day of the tax year, 3 Number of conservation easements modified, transferred, released, extinguished, or terminated by the organization during the tax year, 4 Number of states where property subject to conservation easement is located, 5 Does the organization have a written policy regarding the periodic monitoring, inspection, handling of violations, and enforcement of the conservation easements it holds?, 6 Staff and volunteer hours devoted to monitoring, inspecting, and enforcing conservation easements during the year, 7 Amount of expenses incurred in monitoring, inspecting, and enforcing conservation easements during the year, 8 Does each conservation easement reported on line 2(d) above satisfy the requirements of section 170(h)(4)(B)(i) and section 170(h)(4)(B)(ii)?, 9 In Part XIII, describe how the organization reports conservation easements in its revenue and expense statement, and balance sheet, and include, if applicable, the text of the footnote to the organization's financial statements that describes the organization's accounting for conservation easements.

Part III Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets.

Complete if the organization answered "Yes" to Form 990, Part IV, line 8.

Table with 2 columns: Description, Amount. Rows include: 1a If the organization elected, as permitted under SFAS 116 (ASC 958), not to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide, in Part XIII, the text of the footnote to its financial statements that describes these items, b If the organization elected, as permitted under SFAS 116 (ASC 958), to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide the following amounts relating to these items: (i) Revenues included in Form 990, Part VIII, line 1, (ii) Assets included in Form 990, Part X, 2 If the organization received or held works of art, historical treasures, or other similar assets for financial gain, provide the following amounts required to be reported under SFAS 116 (ASC 958) relating to these items: a Revenues included in Form 990, Part VIII, line 1, b Assets included in Form 990, Part X.

For Paperwork Reduction Act Notice, see the Instructions for Form 990.

Cat No 52283D

Schedule D (Form 990) 2013

Part III Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets (continued)

- 3 Using the organization's acquisition, accession, and other records, check any of the following that are a significant use of its collection items (check all that apply):
- a Public exhibition
 - b Scholarly research
 - c Preservation for future generations
 - d Loan or exchange programs
 - e Other _____
- 4 Provide a description of the organization's collections and explain how they further the organization's exempt purpose in Part XIII.
- 5 During the year, did the organization solicit or receive donations of art, historical treasures, or other similar assets to be sold to raise funds rather than to be maintained as part of the organization's collection? Yes No

Part IV Escrow and Custodial Arrangements.

Complete if the organization answered "Yes" to Form 990, Part IV, line 9, or reported an amount on Form 990, Part X, line 21.

- 1a Is the organization an agent, trustee, custodian or other intermediary for contributions or other assets not included on Form 990, Part X? Yes No
- b If "Yes," explain the arrangement in Part XIII and complete the following table:
- | | Amount |
|---------------------------------|--------|
| c Beginning balance | 1c |
| d Additions during the year | 1d |
| e Distributions during the year | 1e |
| f Ending balance | 1f |
- 2a Did the organization include an amount on Form 990, Part X, line 21? Yes No
- b If "Yes," explain the arrangement in Part XIII. Check here if the explanation has been provided in Part XIII

Part V Endowment Funds.

Complete if the organization answered "Yes" to Form 990, Part IV, line 10.

- | | (a) Current year | (b) Prior year | (c) Two years back | (d) Three years back | (e) Four years back |
|--|------------------|----------------|--------------------|----------------------|---------------------|
| 1a Beginning of year balance | | | | | |
| b Contributions | | | | | |
| c Net investment earnings, gains, and losses | | | | | |
| d Grants or scholarships | | | | | |
| e Other expenditures for facilities and programs | | | | | |
| f Administrative expenses | | | | | |
| g End of year balance | | | | | |
- 2 Provide the estimated percentage of the current year end balance (line 1g, column (a)) held as:
- a Board designated or quasi-endowment _____ %
 - b Permanent endowment _____ %
 - c Temporarily restricted endowment _____ %
- The percentages in lines 2a, 2b, and 2c should equal 100%.
- 3a Are there endowment funds not in the possession of the organization that are held and administered for the organization by:
- | | Yes | No |
|--|--------|----|
| (i) unrelated organizations | 3a(i) | |
| (ii) related organizations | 3a(ii) | |
| b If "Yes" to 3a(i), are the related organizations listed as required on Schedule R? | 3b | |
- 4 Describe in Part XIII the intended uses of the organization's endowment funds.

Part VI Land, Buildings, and Equipment.

Complete if the organization answered "Yes" to Form 990, Part IV, line 11a. See Form 990, Part X, line 10.

Description of property	(a) Cost or other basis (investment)	(b) Cost or other basis (other)	(c) Accumulated depreciation	(d) Book value
1a Land				
b Buildings				
c Leasehold improvements				
d Equipment				2247
e Other				
Total. Add lines 1a through 1e. (Column (d) must equal Form 990, Part X, column (B), line 10(c).)				2247

Part VII Investments—Other Securities.

Complete if the organization answered "Yes" to Form 990, Part IV, line 11b. See Form 990, Part X, line 12.

(a) Description of security or category (including name of security)	(b) Book value	(c) Method of valuation Cost or end-of-year market value
(1) Financial derivatives		
(2) Closely-held equity interests		
(3) Other		
(A)		
(B)		
(C)		
(D)		
(E)		
(F)		
(G)		
(H)		
Total. (Column (b) must equal Form 990, Part X, col. (B) line 12.) ▶		

Part VIII Investments—Program Related.

Complete if the organization answered "Yes" to Form 990, Part IV, line 11c. See Form 990, Part X, line 13.

(a) Description of investment	(b) Book value	(c) Method of valuation Cost or end-of-year market value
(1)		
(2)		
(3)		
(4)		
(5)		
(6)		
(7)		
(8)		
(9)		
Total. (Column (b) must equal Form 990, Part X, col. (B) line 13.) ▶		

Part IX Other Assets.

Complete if the organization answered "Yes" to Form 990, Part IV, line 11d. See Form 990, Part X, line 15.

(a) Description	(b) Book value
(1)	
(2)	
(3)	
(4)	
(5)	
(6)	
(7)	
(8)	
(9)	
Total. (Column (b) must equal Form 990, Part X, col. (B) line 15.) ▶	

Part X Other Liabilities.

Complete if the organization answered "Yes" to Form 990, Part IV, line 11e or 11f. See Form 990, Part X, line 25.

1. (a) Description of liability	(b) Book value
(1) Federal income taxes	
(2) Payroll Taxes & Convention Holding Fund	6411
(3)	
(4)	
(5)	
(6)	
(7)	
(8)	
(9)	
Total. (Column (b) must equal Form 990, Part X, col. (B) line 25.) ▶	

2. Liability for uncertain tax positions. In Part XIII, provide the text of the footnote to the organization's financial statements that reports the organization's liability for uncertain tax positions under FIN 48 (ASC 740). Check here if the text of the footnote has been provided in Part XIII

SCHEDULE J
(Form 990)

Compensation Information

For certain Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees

▶ Complete if the organization answered "Yes" on Form 990, Part IV, line 23.
▶ Attach to Form 990. ▶ See separate instructions.

▶ Information about Schedule J (Form 990) and its instructions is at www.irs.gov/form990.

OMB No 1545-0047

2013

Open to Public Inspection

Department of the Treasury
Internal Revenue Service

Name of the organization

Southwest Cable Communications Association

Employer identification number

86-0279918

Part I Questions Regarding Compensation

	Yes	No
<p>1a Check the appropriate box(es) if the organization provided any of the following to or for a person listed in Form 990, Part VII, Section A, line 1a. Complete Part III to provide any relevant information regarding these items.</p> <p><input type="checkbox"/> First-class or charter travel <input type="checkbox"/> Housing allowance or residence for personal use</p> <p><input type="checkbox"/> Travel for companions <input type="checkbox"/> Payments for business use of personal residence</p> <p><input type="checkbox"/> Tax indemnification and gross-up payments <input checked="" type="checkbox"/> Health or social club dues or initiation fees</p> <p><input type="checkbox"/> Discretionary spending account <input type="checkbox"/> Personal services (e.g., maid, chauffeur, chef)</p>		
<p>b If any of the boxes on line 1a are checked, did the organization follow a written policy regarding payment or reimbursement or provision of all of the expenses described above? If "No," complete Part III to explain</p>	1b	✓
<p>2 Did the organization require substantiation prior to reimbursing or allowing expenses incurred by all directors, trustees, and officers, including the CEO/Executive Director, regarding the items checked in line 1a?</p>	2	✓
<p>3 Indicate which, if any, of the following the filing organization used to establish the compensation of the organization's CEO/Executive Director. Check all that apply. Do not check any boxes for methods used by a related organization to establish compensation of the CEO/Executive Director, but explain in Part III.</p> <p><input type="checkbox"/> Compensation committee <input type="checkbox"/> Written employment contract</p> <p><input type="checkbox"/> Independent compensation consultant <input type="checkbox"/> Compensation survey or study</p> <p><input type="checkbox"/> Form 990 of other organizations <input checked="" type="checkbox"/> Approval by the board or compensation committee</p>		
<p>4 During the year, did any person listed in Form 990, Part VII, Section A, line 1a, with respect to the filing organization or a related organization:</p>		
<p>a Receive a severance payment or change-of-control payment?</p>	4a	✓
<p>b Participate in, or receive payment from, a supplemental nonqualified retirement plan?</p>	4b	✓
<p>c Participate in, or receive payment from, an equity-based compensation arrangement?</p> <p>If "Yes" to any of lines 4a-c, list the persons and provide the applicable amounts for each item in Part III.</p>	4c	✓
<p>Only section 501(c)(3) and 501(c)(4) organizations must complete lines 5-9.</p>		
<p>5 For persons listed in Form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the revenues of:</p>		
<p>a The organization?</p>	5a	
<p>b Any related organization?</p> <p>If "Yes" to line 5a or 5b, describe in Part III.</p>	5b	
<p>6 For persons listed in Form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the net earnings of:</p>		
<p>a The organization?</p>	6a	
<p>b Any related organization?</p> <p>If "Yes" to line 6a or 6b, describe in Part III.</p>	6b	
<p>7 For persons listed in Form 990, Part VII, Section A, line 1a, did the organization provide any non-fixed payments not described in lines 5 and 6? If "Yes," describe in Part III</p>	7	
<p>8 Were any amounts reported in Form 990, Part VII, paid or accrued pursuant to a contract that was subject to the initial contract exception described in Regulations section 53.4958-4(a)(3)? If "Yes," describe in Part III</p>	8	
<p>9 If "Yes" to line 8, did the organization also follow the rebuttable presumption procedure described in Regulations section 53.4958-6(c)?</p>	9	

For Paperwork Reduction Act Notice, see the Instructions for Form 990.

Cat No 50053T

Schedule J (Form 990) 2013

Part II Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees. Use duplicate copies if additional space is needed.

For each individual whose compensation must be reported in Schedule J, report compensation from the organization on row (i) and from related organizations, described in the instructions, on row (ii). Do not list any individuals that are not listed on Form 990, Part VII.

Note. The sum of columns (B)(i)-(iii) for each listed individual must equal the total amount of Form 990, Part VII, Section A, line 1a, applicable column (D) and (E) amounts for that individual.

(A) Name and Title		(B) Breakdown of W-2 and/or 1099-MISC compensation			(C) Retirement and other deferred compensation	(D) Nontaxable benefits	(E) Total of columns (B)(i)-(C)	(F) Compensation reported as deferred in prior Form 990
		(i) Base compensation	(ii) Bonus & incentive compensation	(iii) Other reportable compensation				
Susan Bitter Smith 1 Executive Director	(i)	153665					153665	
	(ii)							
2	(i)							
	(ii)							
3	(i)							
	(ii)							
4	(i)							
	(ii)							
5	(i)							
	(ii)							
6	(i)							
	(ii)							
7	(i)							
	(ii)							
8	(i)							
	(ii)							
9	(i)							
	(ii)							
10	(i)							
	(ii)							
11	(i)							
	(ii)							
12	(i)							
	(ii)							
13	(i)							
	(ii)							
14	(i)							
	(ii)							
15	(i)							
	(ii)							
16	(i)							
	(ii)							

Part III Supplemental Information

Provide the information, explanation, or descriptions required for Part I, lines 1a, 1b, 3, 4a, 4b, 4c, 5a, 5b, 6a, 6b, 7, and 8, and for Part II. Also complete this part for any additional information.

Area with horizontal dashed lines for supplemental information.

SCHEDULE O
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Supplemental Information to Form 990 or 990-EZ

Complete to provide information for responses to specific questions on
Form 990 or 990-EZ or to provide any additional information.

▶ Attach to Form 990 or 990-EZ.

▶ Information about Schedule O (Form 990 or 990-EZ) and its instructions is at www.irs.gov/form990.

OMB No 1545-0047

2013

**Open to Public
Inspection**

Name of the organization

Southwest Cable Communications Association

Employer identification number

86-0279918

Part VI. 6 & 7a. SWCCA has active and associate members. The Association is governed by a Board of Directors who are duly elected

by the members at an Annual Meeting.

Part VI. 11b. The professional staff member of the Association has reviewed Form 990.

Part VI. 12c. Board Members are briefed on the conflict of interest policy at Board Member orientation sessions. SWCCA professional

staff consistently monitor the policy.

Part VI. 19. All organizational documents are available for public scrutiny at the Association's office at 4350 E. Camelback Road, Suite G-200,

Phoenix, AZ 85018.

Part XI. 9. Transferral of monies from the Nevada Association, which was dissolved, into the SWCCA's account.

EXHIBIT 35



Arizona Secretary of State Lobbyist System

Generated by Lobbyist Search version 3.50

Principal/Public Body Information

PPB ID	100116
PPB TYPE	Principal
PPB NAME	SOUTHWEST CABLE COMMUNICATIONS ASSOCIATION
PPB STATUS	Active
PPB CONTACT	
PPB ADDRESS	4350 E CAMELBACK RD STE G-200 PHOENIX, AZ, 85018
PPB PHONE	602-955-4122

Principal/Public Body Report Details for Year 2014.

Enter Total Expenditures for SPECIAL EVENTS:			
On Behalf of:			
Name of Person who made the Expenditure:			
Expenditure Detail:			
Legislative Luncheon	Senate and House Lawn	2/11/2014	8270.89
Beneficiary:			

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APP0716

EXHIBIT 36



Arizona Secretary of State Lobbyist System

Generated by Lobbyist Search version 3.50

Principal/Public Body Information

PPB ID	100116
PPB TYPE	Principal
PPB NAME	SOUTHWEST CABLE COMMUNICATIONS ASSOCIATION
PPB STATUS	Active
PPB CONTACT	
PPB ADDRESS	4350 E CAMELBACK RD STE G-200 PHOENIX, AZ, 85018
PPB PHONE	602-955-4122

Principal/Public Body Report Details for Year 2013.

Enter Total Expenditures for SPECIAL EVENTS:			
On Behalf of:			
Name of Person who made the Expenditure:			
Expenditure Detail:			
Legislative Luncheon	State Capitol Bolin Plaza	2/5/2013	9161.29
Beneficiary:			

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APP0718

EXHIBIT 37

2. The primary purpose of the Commission is to regulate all corporations in the State of Arizona. See, Leshy, John D., *The Arizona State Constitution: A Reference Guide (1993)*, “Article XV: The Corporation Commission,” at p. 285. But the Commission’s most important and extensive grant of power is over “public service corporations” as defined by the State Constitution. *Id.*

3. The Arizona Constitution defines “public service corporation” in relevant part, to include telecommunication corporations as follows:

All corporations other than municipal engaged in... transmitting messages or **furnishing public** telegraph or **telephone service...**
shall be deemed public service corporations. (Emphasis added.)

See Ariz. Const., Art. XV, § 2.

4. Professor Leshy, in his book on the Arizona Constitution summarizes the issue of public service corporations having state granted monopoly and quasi-monopoly powers in Arizona as follows:

Public service corporations are basically private enterprises (“other than municipal”) providing utility to the public. They are usually regarded as “natural” or “legalized” monopolies not subject to the competition of the marketplace. (*General Alarm, Inc., v. Underdown*). They are regulated by the commission as a substitute for marketplace competition, and to eliminate duplication of facilities and services. (*Corporation Comm. V. Peoples Freight Line, Inc.*) But this section does not expressly define public service corporations as those exercising monopoly power, and the commission can regulate public service corporations operating in a

competitive marketplace, although it cannot regulate those corporate activities that are not an “integral or essential part of the public service performed by the company.” (*Mountain States Tel. & Tel Co. v. Arizona Corporation Commn.*, 1982).

See *The Arizona State Constitution: A Reference Guide*, *supra*, at p. 284.

5. Regulating the telecommunications industry is an essential part of the Commission’s constitutional duty. The telecommunications industry has tried in the past to be exempted from the Commission’s regulatory powers, but the telecommunications industry has been rebuffed. By way of example, the Arizona State Legislature referred a ballot measure in 1986 to eliminate the Commission’s authority over the telecommunications industry. In the 1986 state wide General Election, Proposition 100, “Arizona Telecommunications Corporations, Definitions,” was soundly defeated by Arizona’s voting public, and the Commission retained the right to control and regulate the telecommunications industry¹. In 2000, the telecommunications industry again attempted to be exempted from regulation by the Commission. Arizona Proposition 108, also known as the Consumer Choice and Fair Competition Telecommunications Amendment, was on the November 7, 2000, statewide election ballot in Arizona as an initiated constitutional amendment. It was defeated with 1,152,998 votes against the proposition to only 281,017 votes in favor of it². A nearly 4 to 1 crushing defeat.

6. The powers of the Commission are set forth in Ariz. Const., Art. XV, §3. The Commission is unique in that it is granted executive powers, legislative powers and judicial powers over the public service corporations it regulates. No other branch of

¹ http://ballotpedia.org/Arizona_Telecommunications_Corporations_Definitions,_Proposition_100_%281986%29

² http://ballotpedia.org/Arizona_Consumer_Choice_and_Fair_Competition_Telecommunications,_Proposition_108_%282000%29

government in the State of Arizona has such unique powers. The Commission is expected to exercise these powers to control and regulate public service corporations to be fair to the ratepayers of Arizona as well as these corporations engaged in monopolies or quasi-monopolies.

7. In light of these unique and extensive powers granted to the Commission, and because public service corporations are granted monopoly powers in the marketplace, our State has enacted a very strict anti-conflict of interest statute governing the conduct of the Commissioners. The language of this anti-conflict of interest statute is so broad as to include *even the conduct of a candidate seeking election to the office of Commissioner*. A.R.S. §40-101 states:

**Interest of commissioner or employee prohibited in corporation
subject to regulation:**

A person in the employ of, or holding an official relation to a corporation
or person subject to regulation by the commission, or a person owning
stocks or bonds of a corporation subject to regulation, *or a person who*
is pecuniarily interested therein, shall not be elected, appointed to, or
hold the office of commissioner or be appointed or employed by the
commission. If a commissioner, or appointee or employee of the
commission becomes the owner of such stocks or bonds, or becomes
pecuniarily interested in such a corporation involuntarily, he shall within
a reasonable time divest himself of such stocks, bonds or interest. If he
fails to do so, he thereby vacates his office or employment.

8. The Arizona Supreme Court has ruled that the remedy for a violation of A.R.S. §40-101 where a Commissioner is employed by, holds an official relation to, or is pecuniarily interested in a corporation during their candidacy for office is removal. See *Jennings v. Woods, (West Real Party in Interest)*, 194 Ariz. 314, 982 P. 274, (1999).

9. Complainant respectfully submits that Commissioner Susan Bitter Smith is a usurper of the Office of Commissioner of the Arizona Corporation Commission within the meaning of A.R.S. §12-2041, for the following conflicts of interest that are in clear violation of A.R.S. §40-101.

COMMISSIONER BITTER SMITH REGISTERED TELECOM LOBBYIST

Commissioner Bitter Smith is listed in the Arizona Secretary of State Lobbyist System (Lobbyist System) as being the lobbyist for the following telecommunications entities³:

- Cox Communications Arizona, LLC
- Coxcom, Inc.
- Southwest Cable Communications Association
- Technical Solutions

See **Exhibit 1**, attached. According to the Lobbyist System Commissioner Bitter Smith is a registered lobbyist for Cox Communications Arizona, LLC, and has been since February 12, 2007; is a registered lobbyist for Coxcom, Inc., and has been since February 12, 2007; is a registered lobbyist for Southwest Cable Communications Association, and has been since January 1, 1997; and is a registered lobbyist for

³ http://apps.azsos.gov/scripts/Lobbyist_Search.dll/ZoomLOB?LOB_ID=3100137

Technical Solutions, and has been since January 1, 2001⁴. Commissioner Bitter Smith was the lobbyist for each of these telecommunication entities while she was a candidate in 2012, as well as since she has been sworn into office. These conflicts of interest make Commissioner Bitter Smith disqualified for office within the meaning of A.R.S. §40-101, and, *Jennings v. Woods, supra*. We will now take each of these entities in turn to discuss the conflict of interest violations.

1. Cox Communications Arizona, LLC:

As late as March 12, 2014, Commissioner Bitter Smith was actively lobbying on behalf of Cox Communications in matters pending before the Federal Communications Commission⁵ (FCC). See **Exhibit 2** attached. Commissioner Bitter Smith wrote to Marlene Dortch, Secretary of the FCC on behalf of Cox Communications⁶ to confirm discussions between the FCC and her clients about the "Connect America Fund." The Connect America Fund is an \$8,000,000,000 fund established by Congress to bring internet and telecommunications to rural and poor areas in America. This March 12, 2014, letter deals with both cable TV and telecommunications issues. Commissioner Bitter Smith reminds the FCC Secretary that her clients were urging the FCC "...to use a light touch when creating [the new rules.] The fact that this letter is signed by Commissioner Bitter Smith as the Executive Director of the SWCCA does not in any way relieve her of the fact that she was lobbying on behalf of Cox Communications while a Commissioner for the Commission.

"After all these years, it's still the bundle, baby!"

⁴ Commissioner Bitter Smith includes as one of her credentials on her company's (Technical Solutions) that she "is an Arizona registered lobbyist." This has economic value to her as a principal in her company. See <http://www.technicalolutionsaz.com/principals.html>

⁵ <http://apps.fcc.gov/ecfs/comment/view?id=6017608686>

⁶ She also wrote on behalf of another client, Suddenlink Communications.

Much like Pinnacle West's ownership of Arizona Public Service (APS), Cox Communications Arizona controls all of the Cox subsidiary companies. Cox Communications Arizona, LLC, is clearly conducting business in Arizona as a telecommunications company subject to regulation by the Commission through its wholly owned subsidiary, Cox Telcom Arizona, LLC. Cox sells bundled internet/cable television/telephone services to residences and businesses in Arizona⁷. See **Exhibit 3** attached. When Cox provides these services it does so through a single cable to the residence or business. In so doing Cox is able to "bundle" its services. But bundling services drives Cox's bottom line⁸. See "Cox Sees Lowest Monthly Customer Churn In Its History," attached as **Exhibit 4**. Cox crows about its telephone service being bundled as follows:

Cox Communications, Inc. announced today that **its winning bundle** of video, Internet and **telephone services** is continuing to improve customer satisfaction and reduce customer defection even in the face of increasing competition. **Total monthly customer churn for the second quarter was 2.5%, the lowest in the company's history.**

"Cox proved long ago that **a unified bundle of video, Internet and telephone services would be compelling to consumers**, and today our competitors are striving to imitate us," said Pat Esser, president.

...

"After all these years, it's still the bundle, baby," said Joe Rooney, chief marketing officer. **"With Cox Digital Telephone,** advanced video

⁷ <http://coxauthorizedoffers.com/cox-digital-phone-chandler-arizona/>

⁸ <http://phx.corporate-ir.net/phoenix.zhtml?c=76341&p=irol-newsArticle&t=Regular&id=1032065&>

and Internet services available **in our markets, our arsenal is stocked**. And, **our aim is clear** with the use of marketing sciences to establish relationships with more of the households in our footprint as well as **to deepen the existing relationships by getting more customers to bundle**. It's about approaching customers with the right offers to meet their needs.”

...

The company's own proprietary research shows increasing customer satisfaction driven by perceptions of greater value thanks to bundling. Triple-play customers are 44% more satisfied with the “value for the money” Cox provides than are video-only customers, and they **are 40% less likely to consider switching to Cox competitor**. “Our business is more competitive than ever. **We're fully immersed in the phone business and successfully taking customers away from the former Bell companies,**” said Esser. “**We're also facing stiff video competition from satellite and telco competitors.** (Bolding added for emphasis.)

See **Exhibit 4** attached. According to this report from Cox, it experienced a national explosion of new telephone subscribers with 2.2 million telephone subscribers at the end of 2007, for an incredible 20.2% growth rate between 2006 and 2007, as the result of its bundling efforts. **Id.** In short, the efforts in marketing, promoting, and installation of residential and business telecommunication services by Cox Telecom Arizona, LLC, directly impact the bottom line of its parent entity, Cox Communications Arizona, LLC.

Cox Communications is regulated by the Commission. The Commission is responsible for supervising the telecommunication rates to be charged to customers in Arizona. This is not a minor issue. By way of example we attach the Commission approved Tariff Rates for Cox effective July 15, 2014, which comprises 111 pages!⁹ See **Exhibit 5** attached.

Next, we refer this Office to the “Cox Customer Service Agreement”¹⁰ for residential telephone services. See **Exhibit 6** attached. In the very last paragraph Cox states:

Specifically, the **Cox Communications affiliates include**, but are not limited to **Cox Arizona Telcom, LLC...** (Emphasis added.)

Id., at page 5.

Lastly, we point out that the Arizona State Procurement Office just this year sent out Requests for Proposals to find providers of Telecommunications and Broadband Services¹¹. Cox submitted its Offeror Questionnaire leaving no doubt that it was willing to provide a vast array of telecommunications services as well as cable and internet services in response to the State’s request. See **Exhibit 7** attached.

2. CoxCom, LLC

CoxCom, LLC, is a wholly-owned subsidiary of Cox Communications, Inc., and is headquartered in Atlanta, Georgia¹². See **Exhibit 8** attached. Cox Communications,

⁹ <http://www.cox.com/wcm/en/aboutus/datasheet/regulatory/az-tariff-access.pdf>

¹⁰ <http://www.cox.com/aboutus/policies/residential-telephone-agreement.cox>

¹¹ <https://spo.az.gov/statewide-e-rate-contracts>

¹² <http://www.bloomberg.com/research/stocks/private/snapshot.asp?privcapid=4367598>

Inc., also serves as the managing partner of CoxCom, LLC¹³. See **Exhibit 9** attached. According to vault.com¹⁴, CoxCom, LLC holds itself out as follows:

Sales and Marketing

The cable company has been heavily marketing bundled service packages that include digital phone and broadband Internet access.

...

Strategy

The Cox organization **has invested heavily in digital media and services in conjunction with its telecommunications infrastructure.**

See **Exhibit 10** attached. In short, CoxCom, LLC is fully involved in the telecommunications industry.

3. Southwest Cable Communications Association

Southwest Cable Communications Association (SWCCA) (from 1995 until 2006 known as the Arizona *Telecommunications* Association) is an Arizona Corporation¹⁵ that shares its headquarters with Technical Solutions at 4350 E. Camelback Road, Suite G-200, Phoenix, Arizona, 85018. Its Board of Directors reads like a relative "Who's Who" of industry giants in the cable and telecommunications industry^{16,17}. By way of example, one of the Board members is John Wolfe, who not only is a Senior Vice President and General Counsel for Cox Communications, but is a lobbyist for Cox Communications Arizona, LLC and CoxCom, Inc., as well¹⁸. See **Exhibit 11** attached.

¹³ <http://www.bizapedia.com/fl/COXCOM-LLC.html>

¹⁴ <http://www.vault.com/company-profiles/media-entertainment/coxcom,-inc/company-overview.aspx>

¹⁵ <http://ecorp.azcc.gov/Details/Corp?corpId=%2000621813>

¹⁶ <http://www.swcable.org/board-of-directors.html>

¹⁷ <http://ecorp.azcc.gov/Details/Corp?corpId=%2000621813>

¹⁸ http://apps.azsos.gov/scripts/Lobbyist_Search.dll/ZoomLOB?LOB_ID=3610438

The Executive Director of SWCCA is Commissioner Susan Bitter Smith. According to the SWCCA's IRS Form 990 signed by Commissioner Bitter Smith for 2013 and 2014, she received an annual base salary of \$153,665, and \$5400 in other compensation for her work for a total of **\$159,065**. See **Exhibits 12 & 13** attached, at p. 8, line 21. Incredibly, in the IRS Form 990, Commissioner Bitter Smith claims she works an average of 40 hours a week for the SWCCA^{19,20}. *Id.*

On February 15, 2013, Commissioner Bitter Smith submitted a letter to Jodi Jerich, the Executive Director of the Commission stating that Commissioner Bitter Smith did not see any conflict of interest in her role as Executive Director of the SWCCA²¹. See **Exhibit 14** attached. This letter references the general conflict of interest statute, A.R.S. §38-501, *et seq.*²², but fails to include the Commission's more stringent anti-conflict of interest statute, A.R.S. §40-101.

¹⁹ Keep in mind; this is in addition to working for Technical Solutions and for the taxpayers of Arizona as **Chair** of the Arizona Corporation Commission, a position that is considered full time. This should raise an additional avenue of inquiry by the Office of the Attorney General about non-commission work being done by ACC staff during staff hours and on behalf of Commissioner Bitter Smith's outside business interests. Upon information and belief, we allege that Commissioner Bitter Smith brought her secretary Theresa Tenbrink from the SWCCA to work for Commissioner Bitter Smith at the Commission. Ms. Tenbrink's computer should be secured and examined for non-Commission work being performed for both the SWCCA and Technical Solutions. Additionally, Commissioner Bitter Smith's computer and cell phone should be secured and examined for non-Commission work being performed for both the SWCCA and Technical Solutions.

²⁰ The IRS Form 990 at page 8, line 16, also shows that SWCCA paid rent in 2013 in the amount of \$21,900, and \$18,580 for 2014. The SWCCA shares the same office as Commissioner Bitter Smith's company Technical Solutions at 4350 E. Camelback Rd, Suite G-200, Phoenix, Arizona 85018. This should raise an additional avenue of inquiry by the Office of the Attorney General as to the market value of this rent being paid and who is receiving this rent. If it is Technical Solutions, this may raise further conflict of interest issues.

²¹ In 2006, the Arizona Telecommunications Association formally changed its name to the Arizona New Mexico Cable Communications Association. In 2013 Commissioner Bitter Smith filed papers to change the name to the Southwest Cable Communications Association.

²² <http://www.azleg.state.az.us/FormatDocument.asp?inDoc=/ars/38/00503.htm&Title=38&DocType=ARS>

Commissioner Bitter Smith admits that she voted on matters involving the telephone side of the SWCCA's members. According to a report filed by KJZZ investigative reporter Kristena Hansen²³:

Since Bitter Smith took office in 2013, records show the commission has voted at least seven times on matters involving the telephone side of the cable association's members. She recused herself four of those times, such as last year when a tariff increase was approved for Cox. But she didn't recuse herself on three matters, which she said was accidental, including another tariff increase for Cox approved in 2013. "Probably should have, just didn't catch it," she said. "It was on the consent agenda, I zoomed through." She also didn't recuse herself in May from voting to rescind a \$225,000-bond requirement for Mercury Voice & Data, an entity identified in public documents as doing business in Arizona as Suddenlink Communications. She said she missed that one accidentally as well. "Suddenlink is my member, Mercury Voice & Data is not an entity that I'm familiar with," Bitter Smith said. "If I had understood, I probably would have, you know, just for optics sake. There's no legal reason I would need to do that but, had I understood that there was another entity that they now form with a new name, separate entity with a new name, I probably would have."

Commissioner Bitter Smith's voting/recusal record on telecommunications companies shows (1) she knows she has conflicts of interest and will *occasionally*

²³ <http://kjzz.org/content/181550/arizona-utility-regulators-business-ties-called-question>

recuse herself, and (2) engage in conflicts of interests on other matters. Commissioner Bitter Smith has voted or recused herself on SWCCA members as follows:

Cox Arizona Telecom – 1 vote, 1 recusal:

<http://images.edocket.azcc.gov/docketpdf/0000152814.pdf>

<http://images.edocket.azcc.gov/docketpdf/0000148360.pdf>

Suddenlink-1 vote:

<http://images.edocket.azcc.gov/docketpdf/0000162144.pdf>

Verizon-3 votes:

Verizon Long Distance

<http://edocket.azcc.gov/Docket/DocketDetailSearch?docketId=18554#docket-detail-container3>

MCI Communications Services dba Verizon Business Services

<http://edocket.azcc.gov/Docket/DocketDetailSearch?docketId=18209#docket-detail-container3>

Verizon Wireless

<http://edocket.azcc.gov/Docket/DocketDetailSearch?docketId=17745#docket-detail-container3>

AT&T-3 votes:

SBC Long Distance dba AT&T Long Distance

<http://edocket.azcc.gov/Docket/DocketDetailSearch?docketId=18719#docket-detail-container3>

<http://edocket.azcc.gov/Docket/DocketDetailSearch?docketId=18366#docket-detail-container3>

<http://edocket.azcc.gov/Docket/DocketDetailSearch?docketId=18717#docket-detail-container3>

Qwest—2 votes:

Qwest Long Distance/Qwest LD Corp.

<http://edocket.azcc.gov/Docket/DocketDetailSearch?docketId=18270#docket-detail-container3>

<http://edocket.azcc.gov/Docket/DocketDetailSearch?docketId=18006#docket-detail-container3>

See **Exhibits 15-25** attached.

Commissioner Bitter Smith's involvement with SWCCA *during her 2012 run* for the Commission made her candidacy void *ab initio*. In her campaign biography she states:

Susan Bitter Smith has served as Executive Director of the

Arizona-New Mexico Cable Communications Association since

1980. She earned both undergraduate and graduate degrees in

Business Administration from Arizona State University and is a Past

Chairman of the ASU Alumni Association. In addition, she serves as the

Honorary Chair of the ASU MBA Alumni Association, is a Past

Chairman of the Walter Cronkite Foundation²⁴, Past Chairman of the

Arizona First Amendment Coalition, **and is the Chairman of the**

Arizona Competitive Telecommunications Coalition²⁵. (Emphasis added.)

See **Exhibit 26** attached. It should be noted that Commissioner Bitter Smith on the official website page for the Commission still boasts of being the Executive Director of SWCCA and the Arizona Competitive Telecommunications Coalition²⁶:

²⁴ An internet search failed to show a "Walter Cronkite Foundation."

²⁵ <http://www.bittersmith.com/biography>

²⁶ http://www.azcc.gov/commissioners/Bitter_Smith/default.html

Chairman Susan Bitter Smith:

Susan Bitter Smith was elected to a four year term on the Arizona Corporation Commission starting in January 2013. She is a member of the National Association of Regulatory Commissioners, currently serving on NARUC's Water Committee as well as the Subcommittee on Education and Research. She is the President of the Western Conference of Public Service Commissioners. **She is serving as Executive Director of the Southwest Cable Communications Association since 1980 and as Vice President of Technical Solutions since 1988.** She earned both undergraduate and graduate degrees in Business Administration from Arizona State University and is a Past Chairman of the ASU Alumni Association. In addition, she serves as the Honorary Chair of the ASU MBA Alumni Association, is a Past Chairman of the Walter Cronkite Foundation, Past Chairman of the Arizona First Amendment Coalition, **and is the Chairman of the Arizona Competitive Telecommunications Coalition.** (Emphasis added.)

See **Exhibit 27** attached. These admissions are in clear violation of the anti-conflict of interest provisions of A.R.S. §40-101 and §38-503 because one cannot simply unbundle the telecommunications from the cable side of SWCCA's members. As the Arizona Supreme Court noted in *Jennings v. Woods, supra*:

They must be free of conflict ... **at the point of election....** **Public confidence in government officers is vital.** The purpose of section 40-101 is to promote ethics in government and avoid conflicts of interest.

See 194 Ariz. at 316, 982 P.2d at 276. Commissioner Bitter Smith resoundingly failed to be free of these conflicts of interest **at the point of election**, and now must be removed from office.

4. Technical Solutions:

Commissioner Bitter Smith and her husband Paul Smith own Technical Solutions which is located at 4350 E. Camelback Road, Suite G-200, Phoenix, Arizona, 85018. As noted above Technical Solutions shares office space and the same fax number with the SWCCA. Technical Solutions describes its work as follows²⁷:

Background

Technical Solutions is a full service management, public relations, government relations, and media management firm headquartered in Phoenix, Arizona. **The principals are Susan Bitter Smith, CAE and Paul Smith**, as well as an additional staff of ten.

Technical Solutions provides full service government affairs services including direct federal, state, and local lobbying activities with agencies ranging from the Federal Communications Commission, to the Arizona Corporation Commission, to the Arizona Legislature and Arizona municipalities. In addition, we perform campaign management, issue research and management,

²⁷ <http://www.technicalolutionsaz.com/background.html>

public and media relations, media placement, and grassroots organization and fulfillment.

...

Grass roots organization is one of our specialties, particularly in light of our extensive political campaign experience. **Technical Solutions has considerable expertise in managing grass roots neighborhood outreach for development and redevelopment projects**, having recently successfully completed two such outreach campaigns in Scottsdale, Arizona: the Main Street Plaza (Loloma) redevelopment and the Scottsdale Waterfront development. We continue to work on similar grassroots efforts in Phoenix, Scottsdale, Mesa, Tempe, Goodyear and various other valley cities. (Emphasis added.)

See **Exhibit 28** attached. Technical Solutions holds itself out as being involved in the telecommunications industry²⁸:

Telecommunications

Technical Solutions provides full real estate affairs services specializing in land acquisition for telecommunications sites throughout the state of Arizona. We develop site plans, apply for the necessary permits from local and county government, and work with the appropriate city staffs to expedite the goals of our clients.

Present and past telecommunications clients include the Arizona Cable Telecommunications Association, Alltel, Arizona Competitive Telecommunications Association, American Tower, AT&T Wireless,

²⁸ <http://www.technicalolutionsaz.com/telecommunications.html>

Cellular One, Eagle West, Optel Communications, McKenzie
Telecommunications Group, Sprint Spectrum, Wireless Facilities Inc.
(WFI), Metricom, Qwest Wireless, Verizon, and Western Wireless.

See **Exhibit 29** attached.

Since Commissioner Bitter Smith has been in office at the Commission she has filed three annual Financial Disclosure Statements with the Arizona Secretary of State's Office. In reviewing Commissioner Bitter Smith's Financial Disclosure Statement covering 2012, she does disclose that she is employed by Technical Solutions, but does not disclose that Technical Solutions lobbies the Arizona Corporation Commission or is engaged in the telecommunications industry.²⁹ See **Exhibit 30** attached³⁰. Instead, the Financial Disclosure Statement asks to provide a "Description of Employer's Business and Services" she merely indicates "Public Affairs Firm." *Id.*, at page 2. This is a material omission of important and relevant facts. Simply indicating "Public Affairs" does nothing to inform anyone of the fact that Technical Solutions holds itself out as lobbying the Arizona Corporation Commission or working for the telecommunications industry! Commissioner Bitter Smith provides the same ineffective disclosure for the years 2013 and 2014^{31, 32}. See **Exhibits 31 & 32** attached.

When local billionaire Bob Parsons of GoDaddy fame needed muscle to get the Via Dona APS Substation moved so that he could develop his golf course in Scottsdale, he knew exactly who had the right muscle to get that job done. His company paid

²⁹ http://apps.azsos.gov/election/Financial_Disclosure/Documents/Bitter%20Smith%202012.pdf

³⁰ At page 5, Section 8, of Exhibit 30, Commissioner Bitter Smith discloses that she and her husband are Limited Partners and investors in a company called "**Telecom Wrap Up Investors, LLC.**" If this is a company involved in the telecommunications industry it would be a violation of A.R.S. §40-101 and §38-503.

³¹ http://apps.azsos.gov/election/Financial_Disclosure/Documents/Bitter%20Smith%202013.pdf

³² http://apps.azsos.gov/election/Financial_Disclosure/Documents/Bitter%20Smith%202014.pdf

Technical Solutions to do the job. Technical Solutions made perfect sense with Commissioner Bitter Smith as the former Vice-Mayor of Scottsdale and the current Chair of the Arizona Corporation Commission on its team. However, given the anti-conflict of interest mandates of A.R.S. §40-101 and §38-503, Commissioner Bitter Smith and her company, Technical Solutions should not have been within 100 miles of this project since it involved moving an APS 69KV line and substation. And yet there they were.

The moving of APS Via Dona Substation to allow the golf course development was not without controversy. The Parson's development firm wanted to move the APS Via Dona Substation with its 55 feet tall towers next to homes in the Desert Crown III Homeowners Association (Desert Crown). On December 4, 2014, Technical Solutions sent out a letter addressed to "Dear Neighbor" telling homeowners nearby that APS was processing a Conditional Use Permit to move the Via Dona Substation. See **Exhibit 33** attached. Technical Solutions invited the "dear neighbors" to an open house at The Four Seasons Resort to discuss the proposal, to be held on December 16, 2014³³. *Id.*

Commissioner Bitter Smith was actively involved in quelling any neighborhood disagreements over the moving of the APS Via Dona Substation. After the December 16, 2014, Four Seasons Resort meeting neighbors realized that the APS Via Dona Substation was going to be moved next to their properties in order to accommodate the redesign of Bob Parson's golf course project. One such neighbor wrote an email to Jesus Murillo, City of Scottsdale's Planning Department Manager to find out more about

³³ The signup sheet shows that 16 residents of the Desert Crown III HOA were present at the meeting to discuss the relocation of the APS Via Dona Substation. Yet Technical Solutions in other documents reflect that 19 people attended. Inquiry should be made as to the identity of the other three individuals. If in fact further investigation reveals the presence of Commissioner Bitter Smith at this meeting, it would constitute further evidence of violations of A.R.S. §40-101.

the relocation of the APS Via Dona Substation behind his home. But instead of getting an email from Mr. Murillo, the neighbor received an email dated Wednesday, January 7 at 3:42 p.m., from Susan Bitter Smith³⁴. See **Exhibit 34** attached. The essence of Commissioner Bitter Smith's reply was to discuss the moving of the APS Via Dona Substation. Commissioner Bitter Smith again contacted the neighbor on Thursday, January 8, 2015 at 3:34 p.m., in response to an earlier email that day about the APS substation. See **Exhibit 35** attached.

On January 14, 2015, the neighbor again contacted Commissioner Bitter Smith about his objections to moving the APS Via Dona Substation, and indicated he wanted to meet with her about the issues. See **Exhibit 36** attached. Later that afternoon the neighbor emailed Commissioner Bitter Smith again to inform her that in the meantime he had heard back from Brad Larsen at APS about the placement of the Via Dona Substation. *Id.* Commissioner Bitter Smith responded later that day by telling the neighbor she was "hearing support for the movement [of the APS substation] to the east from the majority of the residents close to the proposed site," and offered to talk to the neighbor about it. *Id.*

On February 2, 2015, the Desert Crown III Homeowners Association held an executive board meeting about the relocation of the APS Via Dona Substation. See **Exhibit 37** attached. Present at the meeting in addition to the Desert Crown Board were "Susan Bitter Smith an employee of Mr. Bob Parsons and Brad Larsen, a

³⁴ It is important to note that the email from Commissioner Bitter Smith was sent on a Wednesday at 3:42 p.m. Even though it is sent on her sbsmith@technicalsolutionnaz.com email address, it still raises the specter that Commissioner Bitter Smith was using State time and resources to conduct her private business.

representative from APS.” *Id.* To be clear, the purpose of the February 2, 2015 meeting was to discuss the APS Via Dona Substation:

February 3, 2015

To: Desert Crown Homeowners

From: Board of Directors

Re: **APS Via Dona Substation Update**

The Board of Directors would like to take this opportunity to update you on the Via Dona Substation situation. We have held two Executive meetings concerning this issue. **At the second meeting which happened last night, we met with Susan Bitter Smith an employee for Mr. Bob Parsons and Brad Larsen, a representative from APS. They presented a new blueprint showing the relocation of the Substation and the Maintenance shed. Upon seeing the updated plans the BOD has asked Ms. Bitter Smith and Mr. Larsen to go back to their Research & Development team and make further adjustments.**

We expect to hear from them with the updated plans in a few weeks.

(Emphasis added.)

Id.

On March 23, 2015, Commissioner Bitter Smith’s firm, Technical Solutions, submitted its “Citizen Review & Neighborhood Involvement Report: Scottsdale National Golf Club,” to the City of Scottsdale Planning Department. See **Exhibit 38** attached. A reading of this Report indicates that surrounding homeowners were supportive and only

a “couple of neighbors” had questions about the placement of the APS substation³⁵.

This was not accurate. The Desert Crown III HOA retained the services of Brian Morgan of Maxwell & Morgan to write a “Position Statement on Relocation of Via Dona APS Substation.” See **Exhibit 39** attached. This Position Statement was addressed to

- Scottsdale City Council Members
- **Arizona Power Plant and Transmission Line Siting Committee Members**³⁶
- Developer of Scottsdale National Golf Club

The Position Statement notes on page 1:

The Association has had discussions with various parties during the approval process, including representatives from the developer of the golf course, **representatives from APS** and individuals affiliated with the Scottsdale City Council **and the Arizona Corporation Commission**. (Emphasis added.)

Upon information and belief, I allege that the only person from the Arizona Corporation Commission involved in these meetings regarding the moving of the APS Via Dona

³⁵ “Attendees were generally supportive of the project, with a couple of neighbors with questions regarding the placement and setback of the APS substation.” See **Exhibit 38**, at page 2.

³⁶ In 1971, the Arizona Legislature required that the Arizona Corporation Commission establish a power plant and line siting committee. The Committee provides a single, independent forum to evaluate applications to build power plants (of 100 megawatts or more) or transmission projects (of 115,000 volts or more) in the state. The Committee holds meetings and hearings that are open to the public. **The Committee was created after the Legislature found that existing law did “not provide adequate opportunity for individuals, groups interested in conservation and the protection of the environment, local governments, and other public bodies to participate in timely fashion the decision to locate a specific major facility at a specific site.”** (Historical Notes, Laws 1971, Ch. 67, §1) The Chair of this Committee is either the Chair of the Arizona Corporation Commission or designee. Since this Committee only deals with transmission projects of 115KV or above, it would not have had jurisdiction over the relocation of the APS Via Dona Substation which was 69kv. But the confusion is understandable that the Arizona Corporation Commission had jurisdiction because its Chair was heavily involved in this controversial process.

Substation was Commissioner Bitter Smith. If true, this would be a serious and substantial violation of A.R.S. §40-101 and §38-503.

After discovering where the APS Via Dona Substation was going to be relocated the members of Desert Crown were very concerned about the proposed placement. Mr. Morgan on behalf of Desert Crown stated in the Position Statement:

This office has been retained to represent Desert Crown III Homeowners Association ("Association") in regards to the APS Via Dona Substation ("Substation") that is being installed within the proposed development of the Scottsdale National Golf Club. The Substation was initially approved to be installed just west of the golf course (See Figure 1). The developer of the golf course has since proposed to expand the golf course and move the site of the proposed Substation to the southwest portion of 118th Street. **We have been asked to notify all interested parties of the Association's concerns regarding the direction the relocation process may be moving, and to encourage all decision makers to ensure the proposed site for the Substation is relocated in a place that will minimize the negative impact on the neighboring residential communities.**

...

The Association has become concerned that even though various discussions and representations were made indicating the Substation would be relocated to the east of 118th Street as depicted in Figure 3, the Association has been unable to receive

any written confirmation of the agreement. Furthermore, attempts to communicate with relevant parties have gone largely unanswered or have resulted in suggestions that the develop of the golf course was once again contemplating the original proposal to move the Substation to the west of 118th Street as depicted in Figure 2. (Emphasis added.)

Id. Others expressed similar concerns that this matter was being ramrodded through without neighbors getting a fair shot at a hearing on the location of the APS Via Dona Substation. See **Exhibit 40** attached.

DEMAND TO PROCEED QUO WARRANTO

The citizens of the State of Arizona benefit by granting market monopolies to public service corporations, but that benefit is achieved only when there is effective oversight free from *any* conflicts of interest. To ensure this rigorous type of oversight, our Founding Fathers passed the anti-conflict of interest statute which is now referred to as A.R.S. §40-101. Moreover, our Founding Fathers were so concerned about conflicts of interest that even a *candidate* for the office of Commissioner had to be free of any such conflicts, *while running for office*. See *Jennings v. Woods, supra*.

This Verified Complaint sets forth facts that show Commissioner Bitter Smith violated A.R.S. §40-101 which made even her candidacy void *ab initio*. Sadly, these conflicts continue on through today and also constitute multiple violations of A.R.S §38-503.

For the reasons set forth in this Complaint, I respectfully demand that the Office of the Attorney General for the State of Arizona initiate action to remove Commissioner Bitter Smith from office without delay.

Dated this 1st day of September, 2015.

LAW OFFICE OF THOMAS M. RYAN



Thomas M. Ryan
565 W. Chandler Blvd., Suite 210
Chandler, Arizona 85225
Complainant, Pro Se

VERIFICATION

STATE OF ARIZONA)
) ss.
County of Maricopa)

Thomas M. Ryan, being first duly sworn upon his oath deposes and says that:

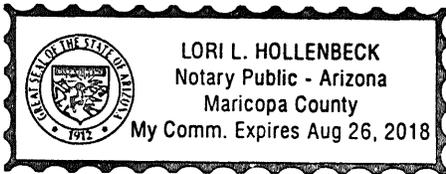
- 1. He is the complainant in the above-entitled action; and
2. He has read the foregoing Verified Complaint and Exhibits and knows the contents thereof and that the same is true of his own knowledge except as to those matters therein alleged upon information and belief, and as to those matters, he believes them to be true.

DATED this 1st day of September, 2015.

Handwritten signature of Thomas M. Ryan over a horizontal line.

Thomas M. Ryan

SUBSCRIBED AND SWORN TO before me this 1st day of September, 2015 by Thomas M. Ryan.



Handwritten signature of Lori L. Hollenbeck over a horizontal line, with 'Notary Public' printed below.

My Commission Expires: August 26, 2018

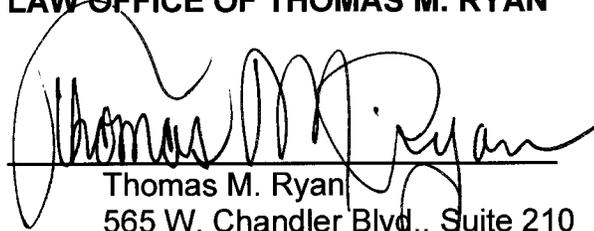
EXHIBIT 38

Additionally, she states that she lobbies on behalf of: cable television, [and]
telecommunications.

Commissioner Bitter Smith has publicly stated that she only lobbies on behalf of the Cable TV side, and is not involved in the telecommunications industry, an industry she is charged by law with regulating and overseeing. Exhibit 1 effectively rebuts Commissioner Bitter Smith's denials.

RESPECTFULLY SUBMITTED THIS 11th day of September, 2015.

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Original of the foregoing mailed
this 11th day of September, 2015 to:

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By:  _____

EXHIBIT 1

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 Railway Company, Catalyst Paper (Snowflake) Inc.,
 Consumer Data Industry Association (CDIA), Consumer
 Healthcare Products Association, Desert Communities, Inc.,
 Enhanced Capital Partners, Humana Inc., Logo Signs of
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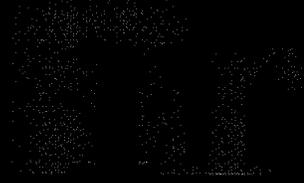
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EXHIBIT 39

Black's Law Dictionary (10th ed. 2014), official

OFFICIAL

Bryan A. Garner, Editor in Chief

[Preface](#) | [Guide](#) | [Legal Abbreviations](#)

official (#-fish-#) *adj.* (16c) **1.** Of, relating to, or involving an office or position of trust or authority <official duties>. **2.** Authorized or approved by a proper authority <a company's official policy>.

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EXHIBIT 40

price. **c.** To provide; furnish: *a hotel that offers conference facilities.* **3.** To exhibit readiness or desire (to do something); volunteer: *offered to carry the packages.* **4.** To engage in; put up: *partisans who offered strong resistance to the invaders.* **5.** To threaten: *offered to leave without them if they didn't hurry.* **6.** To produce or introduce on the stage: *The repertory group is offering two new plays this season.* —*intr.* **1.** To present an offering in worship or devotion. **2.** To make an offer or proposal, especially of marriage. **3.** To present itself: *"This plan was dropped, because of its risk, and because a better offer"* (T.E. Lawrence). **4.** Baseball To swing at a pitch. Used of a batter. **5.** **n.** **1.** The act of offering: *an offer of assistance.* **2.** Something, such as a suggestion, proposal, bid, or recommendation, that is offered: *Did you accept his offer for the car?* **3.** Law A proposal that if accepted constitutes a legally binding contract. **4.** The condition of being offered, especially for sale: *thousands of bushels of wheat on offer.* [Middle English *offren* < Old English *offrian*, to present in worship, and < Old French *offrir*, to propose, present, both < Latin *offerre*, to present, offer: *ob-*, to; see *OB-* + *ferre*, to bring; see *bher-* in App. I.] —**off'er-**

off'er-or *n.*
off'er-ing (dɒf'ər-ɪŋ, dɒf'ər-) *n.* **1.** The act of making an offer. **2.** Something, such as stock, that is offered. **3.** A presentation made to a deity as an act of religious worship or sacrifice; an oblation. **4.** A contribution or gift, especially one made at a religious service.

off'er-to-ry (dɒf'ər-tɔr-ē, dɒf'ər-) *n., pl. -ries* **1.** often *Offertory* **a.** One of the principal parts of the Eucharistic liturgy at which bread and wine are offered to God by the celebrant. **b.** A musical setting for this part of the liturgy. **2.** A collection of offerings at a religious service. [Middle English *offertori* < Late Latin *offertorium* < Latin *offerre*, to offer; see *OFFER-*.]

off-guard (dɒf'gɑrd/, dɒf-) *adj.* Off one's guard; unprepared: *a quiz that caught the class off-guard.*

off-hand (dɒf'hænd/, dɒf-) *adv.* Without preparation or forethought; extemporaneously: *Offhand, I can't think of his name.* **adj.** also **off-hand-ed** (-hænd'ɪd) Performed or expressed without preparation or forethought: *an offhand suggestion.* —**off'hand'ed-ly** *adv.*

off-hour (dɒf'our/, dɒf-) *n.* A period of time during which motor vehicular and pedestrian traffic is light.

of-ice (dɒf'is, dɒf'is) *n.* **1a.** A place in which business, clerical, or professional activities are conducted. **b.** The administrative personnel, executives, or staff working in such a place: *Can your office handle that amount of work?* **2a.** A subdivision of a governmental department: *the US Patent Office.* **b.** A major executive division of a government: *the British Home Office.* **3a.** A position of authority, duty, or trust given to a person, as in a government or corporation: *the office of vice president.* **b.** Public position: *Is she inclined to seek office?* **4a.** A duty or function assigned to or assumed by someone: *Our host performed the office of tour guide.* See *Synonyms* at **function.** **b.** often *offices* A service or beneficial act done for another: *Through her kind offices we were given a room with a view.* **5.** Ecclesiastical A ceremony, rite, or service, usually prescribed by liturgy, especially: **a.** The canonical hours. **b.** A prayer service in the Anglican Church, such as Morning or Evening Prayer. **c.** A ceremony, rite, or service for a special purpose, especially the Office of the Dead. **6.** *offices* Chiefly British The parts of a house, such as the laundry and kitchen, in which servants carry out household work. [Middle English < Old French, duty < Latin *officium*; see *dĥ-* in App. I.]

office boy *n.* A boy or young man employed in a business office to do odd jobs and errands.

office girl *n.* A girl or young woman employed in a business office to do odd jobs and errands.

of-ice-hold-er (dɒf'is-hɔl'dər, dɒf'is-) *n.* A person who holds public office.

Office of the Dead *n.* Ecclesiastical An office traditionally sung or said before a burial mass in the Roman Catholic Church, now obligatory only on All Souls' Day.

office park *n.* An area located outside of a city's main business district that is the site for a group of office buildings usually sharing a common parking lot.

of-fi-cer (dɒf'i-sər, dɒf'i-) *n.* **1.** One who holds an office of authority or trust in an organization, such as a corporation or government. **2.** One who holds a commission in the armed forces. **3.** A person licensed in the merchant marine as master, mate, chief engineer, or assistant engineer. **4.** A police officer. **tr.v.** **-cered, -cer-ing, -cers** **1.** To furnish with officers. **2.** To command or manage as an officer. [Middle English < Old French *officier* < Medieval Latin *officiarius* < Latin *officium*, service, duty; see *OFFICE*.]

officer of the day *n., pl. officers of the day* A military officer who, for a given day, assumes responsibility for security, order, and supervision of the guard.

officer of the deck *n., pl. officers of the deck* A naval officer assigned to represent the commanding officer of a vessel or installation for a specified period during which he or she is superior to all officers below the executive officer.

of-fi-cial (ə-fish'ə-l) *adj.* **1.** Of or relating to an office or a post of authority: *official duties.* **2.** Authorized by a proper authority; authoritative: *official permission.* **3.** Holding office or serving in a public capacity: *an official representative.* **4.** Characteristic of or befitting a person of authority: *formal: an official banquet.* **5.** Authorized by or contained in the US Pharmacopoeia or National Formulary. Used of drugs. **5.** **n.** **1.** One who holds an office or position, especially one who acts in a subordinate capacity for an institution such as a corporation or governmental agency. **2.** Sports A referee or umpire. [*<* Middle English, ecclesiastical officer < Old French < Latin *officialis*, an attendant of an office < *officium*, duty, service; see *OFFICE*.] —**of-fi-cial-dom** *n.* —**of-fi-cial-ly** *adv.*

of-fi-cial-ese (ə-fish'ə-ləz/, -ləs') *n.* Language characteristic of official documents or statements, especially when obscure, pretentiously wordy, or excessively formal.

of-fi-cial-ism (ə-fish'ə-liz'əm) *n.* Rigid adherence to official regulations, forms, and procedures.

of-fi-ci-ant (ə-fish'ē-ənt) *n.* **1.** One who performs a religious rite. **2.** One who presides over a religious or civil ceremony.

of-fi-ci-ar-y (ə-fish'ē-ər-ē) *n., pl. -ies* **1.** A body of officials or officers. **2.** An official or officer. **adj.** **1.** Attached to or resulting from an office held. Used of a title. **2.** Having a title resulting from the holding of an office. Used of a dignitary.

of-fi-ci-ate (ə-fish'ē-ət') *v.* **-at-ed, -at-ing, -ates** —*intr.* **1.** To perform the duties and functions of an office or a position of authority. **2.** To serve as an officiant. **3.** Sports To serve as a referee or umpire. —*tr.* *Usage Problem* **1.** To perform from a position of authority (an official duty or function). **2.** To serve as an officiant at (a ceremony): *officiated the wedding ceremony.* **3.** To serve as a referee or umpire at (a game): *officiated the hockey game.* [Medieval Latin *officiare*, *officiat-*, to conduct < Latin *officium*, service, duty; see *OFFICE*.] —**of-fi'ci-a'tion** *n.* —**of-fi'ci-a'tor** *n.*

➤ USAGE NOTE *Officiate* has long seen use as an intransitive verb, but it has recently developed transitive uses. In our 1997 survey, 91 percent of the Usage Panel approved of the intransitive use, as in the sentence *The wedding was held in the garden, a minister and priest officiating.* The Panel views transitive uses of the verb less favorably. In our 2009 survey, only 45 percent approved of the use of *officiate* in sporting contexts in the sentence *He officiated National Hockey League games for 15 years.* This percentage of approval, however, had risen from 38 percent in 1997. Support for *officiate* with a direct object in more traditional contexts, such as weddings, was somewhat lower. Only 34 percent approved of the sentence *A minister officiated the wedding, which was held in a garden.* Resistance in this case has not weakened since 1997.

of-fi-ci-nal (ə-fis'ə-nəl, dɒf'i-sɪ'nəl, dɒf'i-) *adj.* **1.** Readily available in pharmacies; not requiring special preparation. **2.** Recognized by a pharmacopoeia: *an official herb.* [French < Medieval Latin *officialis*, of a storeroom or workshop < Latin *officina*, workshop, alteration of *officina* < *opifex*, *opific-*, workman: *opus*, work; see *OP-* in App. I + *facere*, to do; see *dĥ-* in App. I.] —**of-fi'ci-nal-ly** *adv.*

of-fi-ci-ous (ə-fish'əs) *adj.* **1.** Marked by excessive eagerness in offering unwanted services or advice to others: *an officious host; officious attention.* **2.** Informal; unofficial. **3.** Archaic Motivated by the desire to help others. [Latin *officiōsus*, obliging, dutiful < *officium*, duty; see *OFFICE*.] —**of-fi'ci-ous-ly** *adv.* —**of-fi'ci-ous-ness** *n.*

off-ing (dɒf'ɪŋ, dɒf'ɪŋ) *n.* The part of the sea visible from shore that is very distant or beyond anchoring ground. —*idiom: in the offing* **1.** In the near or immediate future; soon to come: *with exams finished and graduation in the offing.* **2.** Nearby; at hand.

off-ish (dɒf'ɪʃ, dɒf'ɪʃ) *adj.* Inclined to be distant and reserved; aloof. —**off'ish-ly** *adv.* —**off'ish-ness** *n.*

off-key (dɒf'keɪ/, dɒf-) *adj.* **1.** Music Pitched higher or lower than the correct notes of a melody. **2.** Being out of accord with what is considered normal or appropriate: *a high-flown, off-key speech by a newcomer.* —**off'key'** *adv.*

off-la-bel (dɒf'la'bəl, dɒf-) *adj.* Of or relating to a drug prescribed to treat a condition for which it has not been approved by the Food and Drug Administration.

off-li-cence (dɒf'li'səns, dɒf-) *n.* Chiefly British A store or establishment that sells bottles or cans of alcoholic beverages for consumption off the premises.

off-lim-its (dɒf'lim'ɪts, dɒf-) *adj.* Not to be entered or frequented by a designated group: *a bar that is off-limits to military personnel.*

off-line or **off-line** (dɒf'lin/, dɒf-) *adj.* **1a.** Not connected to a central computer or computer network: *offline computer terminals.* **b.** Not accessible via a computer or computer network: *offline medical records.* **2.** Not in operation or production, especially as part of a supply chain: *refineries that went offline during the hurricane.* **3.** Conducted in private or without the knowledge of others: *an offline conversation.* —**off'line'** *adv.*

off-load or **off-load** (dɒf'lɔd/, dɒf-) *v.* **-load-ed, -load-ing, -loads** —*tr.* **1.** To unload (a vehicle or container). **2.** Computers To transfer (data) to a peripheral device. **3.** Slang To get rid of and pass on to another: *"He does come close to offloading some of the blame for the launch on . . . the dear old media"* (Meg Greenfield). —*intr.* To unload a vehicle or container.

off of prep. Informal Off. See Usage Note at **off.**

off-off-Broad-way (dɒf'ɒf-brɔd'wə/, dɒf'ɒf-) *n.* The theatrical productions in New York City that are performed in the smallest or least established venues, often featuring avant-garde or experimental works. —**off'off-Broad'way** *adv.* & *adj.*

off-peak (dɒf'pek/, dɒf-) *adj.* Not in the period of most frequent or heaviest use: *travelers who take advantage of off-peak fares.*

off-piste (dɒf'pɪst/, dɒf-) *adj.* Existing or taking place on snow that has not been compacted into tracks: *off-piste skiing.*

off-price (dɒf'prɪs/, dɒf-) *adj.* **1.** Of, relating to, or being a retail store that sells merchandise at prices lower than usual. **2.** For sale at prices lower than usual: *off-price assortments of women's clothing.*

off-print (dɒf'prɪnt/, dɒf-) *n.* A reproduction of or an excerpt from an article that was originally contained in a larger publication. **tr.v.** **-print-ed, -print-ing, -prints** To reproduce or reprint (an article or excerpt).

off-put-ting (dɒf'pʊt'ɪŋ, dɒf-) *adj.* Tending to disconcert or repel: *was off-putting by the off-putting remarks.*

ā	pat	oi	boy
ā	care	ou	out
ā	pay	ōo	took
ā	father	ōor	lure
ē	bet	ōo	boot
ē	pe	ū	cut
i	pit	ūr	urge
i	bite	th	thin
ir	pier	th	this
ō	pot	zh	vision
ō	toe	ə	about
ō	paw		item
ōr	core		

Stress marks: ' (primary); ' (secondary), as in dictionary (dik/shə-nēr-ē)

EXHIBIT 41



One East Washington Street, Suite 1200, Phoenix, AZ 85004-2568 • 602.650.2000

November 6, 2015

Edward F. Novak
(602) 650-2020
(602) 532-7128 Direct Fax
enovak@polsinelli.com

Via United States Mail

Don Conrad
Assistant Attorney General
Attorney General's Office
1275 W. Washington St.
Phoenix, AZ 85007

Re: Susan Bitter Smith

Dear Don,

I am responding to your letter of October 23, 2015 requesting additional information from Susan Bitter Smith. The documents are numbered Bitter Smith 00304-00464.

We are producing the following at this time: From Southwest Cable Communications Associations, a current dues statement; 2010 and 2011 general correspondence from SWCA to its members; the quarterly filings of Ms. Bitter Smith at the Secretary of State and the annual filings of SWCA at the Secretary of State.

We have ready for your review but not copying, the Board minutes of SWCA from 2011-2015; the By Laws of SWCA; written communications between SWCA or Technical Solutions and Time Warner; written communications between SWCA or Technical Solutions and Sudden Link; written communications between SWCA or Technical Solutions and Cox Communications; written communications between SWCA or Technical Solutions and Comcast. The written communications are what could be found after searching the servers of SWCA and Technical Solutions. We also have some financial information for your review.

We were unable to find applications for association membership requested by your letter.

There are no books or records that demonstrate the "share of operational costs" paid by each member of SWCA. Cox has three members on the Board of Directors of SWCA; Comcast has three members on the board; Suddenlink has one member; Time Warner has one member; and Cable One has three members. No member may have more than three members regardless of the amount of dues paid as stated in the By Laws.

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Atlanta Chicago Dallas Denver Kansas City Los Angeles Nashville New York Phoenix St. Louis San Francisco Washington, D.C. Wilmington
Polsinelli PC, Polsinelli LLP in California

51653242.1

APP0763



Don Conrad
November 6, 2015
Page 2

We will provide a written waiver of the attorney client privilege as requested next week. We should also be able to conclude our review for the additional information sometime next week.

Sincerely,

A handwritten signature in black ink, appearing to read "E. Novak", with a long horizontal flourish extending to the right.

Edward F. Novak

EFN:ec
Attachments



Susan Bitter Smith – Executive Director

November 1, 2015

«First» «Last»
«CompanyName»
«Address»
«City», «State» «Zip_Code»

STATEMENT OF DUES - ACTIVE MEMBERS

Dues are now due and payable for the Month of November 2015.

Number of RGU's: _____ Amount Enclosed: \$ _____

The following months are now past due: _____

SWCCA Dues Schedule (effective 1/2010)
Minimum Monthly Dues \$25.00
System with 0 to 20,000 RGU's: 4 1/2 cents (\$.045) per RGU per month
System with 20,000 to 40,000 RGU's: The first 20,000 at 4 1/2 cents (\$.045) per RGU per month, The second 20,000 at 3 1/2 cents (\$.035) per RGU per month
System with 40,000 to 60,000 RGU's: The first 20,000 at 4 1/2 cents (\$.045) per RGU per month, The second 20,000 at 3 1/2 cents (\$.035) per RGU per month, The third 20,000 at 1/2 cents (\$.0075) per RGU per month
System with 60,000+ RGU's: The first 20,000 at 4 1/2 cents (\$.045) per RGU per month, The second 20,000 at 3 1/2 cents (\$.035) per RGU per month, The third 20,000 at 1/2 cents (\$.0075) per RGU per month, Above 60,000 at 1/2 cents (\$.0050) per RGU per month
Sample Calculation with System X having 73,500 RGU's: The first 20,000 at 4 1/2 cents per RGU per month: \$ 900.00, The second 20,000 at 3 1/2 cents per RGU per month: \$ 700.00, The third 20,000 at 1/2 cents per RGU per month: \$ 150.00, The remaining 13,500 at 1/2 cents per RGU per month: \$ 67.50
Total Monthly Dues for System X with 73,500 RGU's: \$1,817.50

Contributions or gifts to Southwest Cable Communications Association are not deductible as charitable contributions for Federal income Tax purposes. However, they may be tax deductible as ordinary and necessary business expenses subject to restrictions imposed as a result of association lobbying activities. The Southwest Cable Communications Association estimates that the nondeductible portion of your 2015 dues - the portion which is allocable lobbying - is 40%.

PLEASE REMIT TO THE ASSOCIATION IN THE ENCLOSED ENVELOPE

4350 E. Camelback Rd., Suite G-200 - Phoenix, AZ 85018
Phone: (602) 955-4122 Fax: (602) 955-4505 Email Address: info@swcable.org



MICHELE REAGAN
Secretary of State

State of Arizona
PRINCIPAL/PUBLIC BODY
Annual Report of Lobbying Expenditures
File with: Arizona Secretary of State Michele Reagan
Attention: Election Services Division
1700 W. Washington Street, 7th Fl., Phoenix, AZ 85007
(602) 542-8683 (800) 458-5842 (within Arizona)
Website: www.azsos.gov

Check One

PRINCIPAL
 PUBLIC BODY

Lobbying Expenditures For 20¹⁴
(Fill in year above)

FOR OFFICE USE ONLY -- REV. 1/05/15

PRINCIPAL/PUBLIC BODY ANNUAL REPORT - A.R.S. §§ 41-1232.02, 41-1232.03

Please type or print clearly.

PPB ID P100116	NAME OF PRINCIPAL/PUBLIC BODY Southwest Cable Communications Association	BUSINESS TEL. (602) 955-4122	BUSINESS FAX (602) 955-4505
BUSINESS ADDRESS 4350 E. Camelback Rd. #G-200	CITY Phoenix	STATE AZ	ZIP CODE 85018

SUMMARY OF EXPENDITURES

Total single expenditures on behalf of the principal or public body whether or not made in the course of lobbying (Total from page 2):

- By a designated lobbyist, designated public lobbyist or lobbyist for compensation
- By authorized lobbyists, authorized public lobbyists or other persons

Aggregate of expenditures of \$20 or less on behalf of the principal or public body whether or not made in the course of lobbying*:

- By a designated lobbyist, designated public lobbyist or lobbyist for compensation
- By authorized lobbyists, authorized public lobbyists or other persons

All expenditures by public body made in the course of lobbying to compensate or reimburse designated and authorized public lobbyists for expenses (Total from page 3)

Special Events(Total from page 4) \$ 8,270.89
TOTAL EXPENDITURES (ADD ABOVE LINES) \$ 8,270.89

STATE OF Arizona }
COUNTY OF Maricopa } ss

I, the undersigned, being duly sworn state that this Principal / Public Body Annual Report is complete, and that to the best of my knowledge and belief the information above is true and correct.

Guson Mitter Smith
Printed Name of Designated Lobbyist/Designated Public Lobbyist

[Signature]
Signature of Designated Lobbyist/Designated Public Lobbyist

SUBSCRIBED AND SWORN TO (Affirmed) before me on the 7th of January, 20 15

My Commission Expires
KAREN L. CROTTY
Notary Public - State of Arizona
MARICOPA COUNTY
My Commission Expires
April 22, 2017

[Signature]
Notary Public

* Principals must report expenditures received by or benefiting state officers or employees; Public Bodies must report expenditures received by or benefiting any member of the legislature.
Office form: S: Elections\Lobbyist forms\Lobbyist&PBB Forms\PPB Annual Report.doc

ARIZONA
PRINCIPAL/PUBLIC BODY ANNUAL REPORT
SINGLE EXPENDITURES whether or not made in the course of lobbying
A.R.S. §§ 41-1232.02, 41-1232.03

NAME OF PRINCIPAL/PUBLIC BODY _____

PPB ID # _____

→ Expenditures by employees of authorized lobbyists must also be reported.

NAME OF LOBBYIST WHO MADE EXPENDITURE	TYPE OF LOBBYIST (SELECT ONE): <input type="checkbox"/> Des./Des. Public Lobbyist <input type="checkbox"/> Lobbyist For Compensation <input type="checkbox"/> Auth./Auth. Public Lobbyist <input type="checkbox"/> Employee for (Lobbyist who is not an individual)
---------------------------------------	--

Name and Title of Person** Receiving or Benefiting from Expenditure		CATEGORY OF EXPENDITURE**	
		<input type="checkbox"/> Food or beverage <input type="checkbox"/> Travel and Lodging <input type="checkbox"/> Speaking engagement <input type="checkbox"/> Flowers <input type="checkbox"/> Other (please describe)	
DATE	AMOUNT		

Name and Title of Person Receiving or Benefiting from Expenditure		CATEGORY OF EXPENDITURE**	
		<input type="checkbox"/> Food or beverage <input type="checkbox"/> Travel and Lodging <input type="checkbox"/> Speaking engagement <input type="checkbox"/> Flowers <input type="checkbox"/> Other (please describe)	
DATE	AMOUNT		

Name and Title of Person Receiving or Benefiting from Expenditure		CATEGORY OF EXPENDITURE**	
		<input type="checkbox"/> Food or beverage <input type="checkbox"/> Travel and Lodging <input type="checkbox"/> Speaking engagement <input type="checkbox"/> Flowers <input type="checkbox"/> Other (please describe)	
DATE	AMOUNT		

Name and Title of Person Receiving or Benefiting from Expenditure		CATEGORY OF EXPENDITURE**	
		<input type="checkbox"/> Food or beverage <input type="checkbox"/> Travel and Lodging <input type="checkbox"/> Speaking engagement <input type="checkbox"/> Flowers <input type="checkbox"/> Other (please describe)	
DATE	AMOUNT		

Name and Title of Person Receiving or Benefiting from Expenditure		CATEGORY OF EXPENDITURE**	
		<input type="checkbox"/> Food or beverage <input type="checkbox"/> Travel and Lodging <input type="checkbox"/> Speaking engagement <input type="checkbox"/> Flowers <input type="checkbox"/> Other (please describe)	
DATE	AMOUNT		

Name and Title of Person Receiving or Benefiting from Expenditure		CATEGORY OF EXPENDITURE**	
		<input type="checkbox"/> Food or beverage <input type="checkbox"/> Travel and Lodging <input type="checkbox"/> Speaking engagement <input type="checkbox"/> Flowers <input type="checkbox"/> Other (please describe)	
DATE	AMOUNT		

Name and Title of Person Receiving or Benefiting from Expenditure		CATEGORY OF EXPENDITURE**	
		<input type="checkbox"/> Food or beverage <input type="checkbox"/> Travel and Lodging <input type="checkbox"/> Speaking engagement <input type="checkbox"/> Flowers <input type="checkbox"/> Other (please describe)	
DATE	AMOUNT		

ENTER TOTAL SINGLE EXPENDITURES:	
If additional sheets are attached, enter combined total here.	

** Principals must report expenditures received by or benefiting state officers or employees; Public Bodies must report expenditures received by or benefiting any member of the legislature.
Office form: S:\Elections\Lobbyist forms\Lobbyist&PBB Forms\PPB Annual Report.doc

**ARIZONA
PUBLIC BODY ANNUAL REPORT**

**EXPENDITURES BY PUBLIC BODY in the course of
lobbying to compensate or reimburse Designated
and Authorized Public Lobbyists***

Do not complete this form unless the expenditures were made by a Public Body.

NAME OF PUBLIC BODY

PUBLIC BODY ID

NAME OF LOBBYIST COMPENSATED/REIMBURSED	CATEGORY OF COMPENSATION/REIMBURSEMENT: <input type="checkbox"/> Personal sustenance <input type="checkbox"/> Food or beverages <input type="checkbox"/> Filing fees <input type="checkbox"/> Speaking engagement <input type="checkbox"/> Legal fees <input type="checkbox"/> Travel and lodging <input type="checkbox"/> Employee compensation <input type="checkbox"/> Flowers <input type="checkbox"/> Other (Please describe)	AGG. AMT.
---	---	-----------

NAME OF LOBBYIST COMPENSATED/REIMBURSED	CATEGORY OF COMPENSATION/REIMBURSEMENT: <input type="checkbox"/> Personal sustenance <input type="checkbox"/> Food or beverages <input type="checkbox"/> Filing fees <input type="checkbox"/> Speaking engagement <input type="checkbox"/> Legal fees <input type="checkbox"/> Travel and lodging <input type="checkbox"/> Employee compensation <input type="checkbox"/> Flowers <input type="checkbox"/> Other (Please describe)	AGG. AMT.
---	---	-----------

NAME OF LOBBYIST COMPENSATED/REIMBURSED	CATEGORY OF COMPENSATION/REIMBURSEMENT: <input type="checkbox"/> Personal sustenance <input type="checkbox"/> Food or beverages <input type="checkbox"/> Filing fees <input type="checkbox"/> Speaking engagement <input type="checkbox"/> Legal fees <input type="checkbox"/> Travel and lodging <input type="checkbox"/> Employee compensation <input type="checkbox"/> Flowers <input type="checkbox"/> Other (Please describe)	AGG. AMT.
---	---	-----------

NAME OF LOBBYIST COMPENSATED/REIMBURSED	CATEGORY OF COMPENSATION/REIMBURSEMENT: <input type="checkbox"/> Personal sustenance <input type="checkbox"/> Food or beverages <input type="checkbox"/> Filing fees <input type="checkbox"/> Speaking engagement <input type="checkbox"/> Legal fees <input type="checkbox"/> Travel and lodging <input type="checkbox"/> Employee compensation <input type="checkbox"/> Flowers <input type="checkbox"/> Other (Please describe)	AGG. AMT.
---	---	-----------

NAME OF LOBBYIST COMPENSATED/REIMBURSED	CATEGORY OF COMPENSATION/REIMBURSEMENT: <input type="checkbox"/> Personal sustenance <input type="checkbox"/> Food or beverages <input type="checkbox"/> Filing fees <input type="checkbox"/> Speaking engagement <input type="checkbox"/> Legal fees <input type="checkbox"/> Travel and lodging <input type="checkbox"/> Employee compensation <input type="checkbox"/> Flowers <input type="checkbox"/> Other (Please describe)	AGG. AMT.
---	---	-----------

NAME OF LOBBYIST COMPENSATED/REIMBURSED	CATEGORY OF COMPENSATION/REIMBURSEMENT: <input type="checkbox"/> Personal sustenance <input type="checkbox"/> Food or beverages <input type="checkbox"/> Filing fees <input type="checkbox"/> Speaking engagement <input type="checkbox"/> Legal fees <input type="checkbox"/> Travel and lodging <input type="checkbox"/> Employee compensation <input type="checkbox"/> Flowers <input type="checkbox"/> Other (Please describe)	AGG. AMT.
---	---	-----------

ENTER TOTAL:
If additional sheets are attached, enter combined total here.

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ARIZONA

**PRINCIPAL/PUBLIC BODY
ANNUAL REPORT
SPECIAL EVENTS REPORTING
A.R.S. §§ 41-1232.02(F) AND 41-1232.03(F)**

Southwest Cable Communications Assn.

P100116

NAME OF PRINCIPAL/PUBLIC BODY

PPB ID

EXPENDITURES FOR SPECIAL EVENTS TO WHICH ARE INVITED

- ALL MEMBERS OF THE LEGISLATURE
- EITHER HOUSE OF THE LEGISLATURE; OR
- ANY COMMITTEE OF THE LEGISLATURE

<u>DESCRIPTION</u>	<u>DATE</u>	<u>LOCATION</u>	<u>LEGISLATIVE BODY/COMMITTEE</u>	<u>TOTAL EXPENSES</u>
<input type="checkbox"/> Party <input type="checkbox"/> Athletic Event <input type="checkbox"/> Dinner <input type="checkbox"/> Entertainment <input checked="" type="checkbox"/> Other (please describe) <i>Legislative Luncheon</i>	2-11-14	State Capitol Bolin Plaza	Senate & House	\$ 8,270.89
<input type="checkbox"/> Party <input type="checkbox"/> Athletic Event <input type="checkbox"/> Dinner <input type="checkbox"/> Entertainment <input type="checkbox"/> Other (please describe)				
<input type="checkbox"/> Party <input type="checkbox"/> Athletic Event <input type="checkbox"/> Dinner <input type="checkbox"/> Entertainment <input type="checkbox"/> Other (please describe)				
<input type="checkbox"/> Party <input type="checkbox"/> Athletic Event <input type="checkbox"/> Dinner <input type="checkbox"/> Entertainment <input type="checkbox"/> Other (please describe)				
<input type="checkbox"/> Party <input type="checkbox"/> Athletic Event <input type="checkbox"/> Dinner <input type="checkbox"/> Entertainment <input type="checkbox"/> Other (please describe)				
<input type="checkbox"/> Party <input type="checkbox"/> Athletic Event <input type="checkbox"/> Dinner <input type="checkbox"/> Entertainment <input type="checkbox"/> Other (please describe)				
<input type="checkbox"/> Party <input type="checkbox"/> Athletic Event <input type="checkbox"/> Dinner <input type="checkbox"/> Entertainment <input type="checkbox"/> Other (please describe)				

ENTER TOTAL EXPENDITURES FOR SPECIAL EVENTS: **\$ 8,270.89**
 If additional sheets are attached, enter combined total here.

ARIZONA

PUBLIC BODY ANNUAL REPORT
AFFIDAVIT OF TIME ALLOCATION SCHEDULE
FOR EMPLOYEE COMPENSATION
A.R.S. § 41-1232.03(A)

Please type or print clearly

PPB ID	NAME OF PUBLIC BODY	BUSINESS TEL.	BUSINESS FAX
BUSINESS ADDRESS	CITY	STATE	ZIP CODE

TOTAL DOLLAR AMOUNT OF EMPLOYEE
COMPENSATION ATTRIBUTABLE TO
LOBBYING FOR CALENDAR YEAR _____

THIS IS TO CERTIFY THAT THE PUBLIC BODY HAS ESTABLISHED A TIME ALLOCATION SCHEDULE FOR APPORTIONED LOBBYING ACTIVITY BASED ON ACTUAL EXPERIENCE. THERE HAS BEEN NO CHANGE FROM PREVIOUS ANNUAL REPORTS IN THE COMPENSATION ATTRIBUTABLE TO LOBBYING FOR THE DESIGNATED PUBLIC LOBBYIST AND ALL AUTHORIZED PUBLIC LOBBYISTS, AND THEIR JOB RESPONSIBILITIES HAVE NOT BEEN SIGNIFICANTLY ALTERED SINCE THE TIME ALLOCATION SCHEDULE WAS ESTABLISHED.

STATE OF _____)
COUNTY OF _____) ss

I, the undersigned, being duly sworn state that this Public Body Affidavit of Time Allocation Schedule is complete, and that to the best of my knowledge and belief the information above is true and correct.

Printed Name of Designated Public Lobbyist

Signature of Designated Public Lobbyist

SUBSCRIBED AND SWORN TO (Affirmed) before me on the ____ of _____, 20____

My Commission Expires

Notary Public

(affix seal)

SWCCA
2014 Annual Meeting Summary
FINAL REPORT

<u>INCOME:</u>	<u>2014</u>	<u>2013</u>
LEGISLATIVE LUNCHEON (Cox)	\$ 1,150.00	\$ 950.00
PIONEER DINNER (includes Cox Media sponsorship)	\$ 8,500.00	\$ 6,900.00
REGISTRATIONS	\$ 25,715.00	\$ 25,770.00
REGISTRATIONS (SCTE)	\$ 720.00	\$ 810.00
SPONSORS	\$ 5,500.00	\$ 5,305.00
TABLETOPS	<u>\$ 3,250.00</u>	<u>\$ 3,550.00</u>
TOTAL INCOME:	<u>\$ 44,835.00</u>	<u>\$ 43,285.00</u>

<u>EXPENSES:</u>		
ANNUAL MEETING EXPENSES	2-11-14 \$ 8,403.05	\$ 9,155.67
LEGISLATIVE LUNCHEON	<u>\$ 8,270.89</u>	\$ 9,161.29
PIONEER DINNER	<u>\$ 8,727.80</u>	<u>\$ 6,783.23</u>
TOTAL EXPENSES:	<u>\$ 25,401.74</u>	<u>\$ 25,100.19</u>
NET MEETING INCOME:	<u>\$ 19,433.26</u>	<u>\$ 18,184.81</u>

GOLF TOURNAMENT

<u>INCOME:</u>		
GOLF REGISTRATIONS	\$ 16,400.00	\$ 21,460.00
CONTRIBUTIONS: Mulligan Money	\$ 970.00	\$ 1,415.00
CONTRIBUTIONS: Silent Auction	\$ 1,165.00	\$ 620.00
GOLF SPONSORS	<u>-</u>	<u>-</u>
TOTAL INCOME:	<u>\$ 18,535.00</u>	<u>\$ 23,495.00</u>
TOTAL GOLF EXPENSES:	<u>\$ 13,622.45</u>	<u>\$ 18,182.68</u>
NET GOLF INCOME:	<u>\$ 4,912.55</u>	<u>\$ 5,312.32</u>

Outstanding - Registrations	\$ -
Total Outstanding	<u>-</u>

Note: Outstanding amounts are NOT included in above totals.

EXHIBIT 42



SUSAN BITTER SMITH - EXECUTIVE DIRECTOR

Received & Inspected

MAR 18 2014

FCC Mail Room

March 12, 2014

Marlene H. Dortch, Secretary
Office of the Secretary
Federal Communications Commission
445 12th Street, SW
Washington, DC 20554

EX PARTE OR LATE FILED

Re: Notice of Ex Parte In the Matter of Connect America Fund, WC Docket No. 10-90; and In the Matter of 2010 Quadrennial Regulatory Review – Review of the Commission’s Broadcast Ownership Rules and Other Rules Adopted Pursuant to Section 202 of the Telecommunications Act of 1996 – MB Docket No. 09-182; Promoting Diversification of Ownership – MB Docket No. 07-294; In the Broadcasting Services Rules and Policies Concerning Attribution of Joint Sales Agreements In Local Television Markets- MB Docket No. 04-256

Dear Ms. Dortch:

On Wednesday, March 5, 2014, Craig Rosenthal, Senior Vice President and General Counsel of Suddenlink Communications, along with Stephanie Healy of Cox Communications, met with and Clint Odom in Commissioner Jessica Rosenworcel’s Office to discuss the Connect America Fund, Joint Sharing Agreements, and retransmission consent negotiations.

Mr. Rosenthal discussed the Rural Broadband Experiment’s implementation as part of the Connect America Fund and Suddenlink’s potential participation in the process. He noted that Suddenlink’s decision to participate in the process would be influenced by the implementation of rules associated with the grants and urged the Commission to use a light touch when creating them.

Mr. Rosenthal also discussed the effect of Joint Sharing Agreements on retransmission consent negotiations. He discussed Suddenlink’s support of the Department of Justice’s recent filings on this topic. Mr. Rosenthal also discussed Suddenlink’s support for the position that the FCC has authority to take action with regard to retransmission consent issues.

Sincerely,

A handwritten signature in black ink, appearing to read "Susan Bitter Smith", is written over a faint, larger signature.

Susan Bitter Smith,
Executive Director

No. of Copies rec'd 0+3
Ltr ABCDE

cc: Craig Rosenthal

SOUTHWEST CABLE COMMUNICATIONS ASSOCIATION • 4350 E. CAMELBACK RD., SUITE G-200 • PHOENIX, ARIZONA 85018
PHONE: (602) 955-4122 • FAX: (602) 955-4505 • EMAIL ADDRESS: INFO@SWCABLE.ORG

APP0773

EXHIBIT 43

ARIZONA HOUSE OF REPRESENTATIVES
Fiftieth Legislature – Second Regular Session

COMMITTEE ON TRANSPORTATION

Minutes of Meeting
Thursday, March 8, 2012
House Hearing Room 3 -- 9:00 a.m.

Chairman Williams called the meeting to order at 9:02 a.m. and attendance was noted by the secretary.

Members Present

Mr. Farley
Mr. Gray R
Ms. Hobbs

Mr. Lovas
Mrs. McLain

Ms. Fann, Vice-Chairman
Mr. Williams, Chairman

Members Absent

Mr. Meyer

Mr. Weiers, JP

Committee Action

SB1124 - DP (6-0-0-3)
SB1161 - DISCUSSED & HELD

SB1216 - DP (6-0-0-3)
SB1402 - DP (7-0-0-2)

CONSIDERATION OF BILLS

SB1216 - emergency vehicle access plan; ADOT - DO PASS

Vice-Chairman Fann moved that SB1216 do pass.

Justin Riches, Majority Research Analyst, explained that SB1216 requires the Director of the Arizona Department of Transportation (ADOT) to establish an Emergency Vehicle Access Plan in state highway work zones (Attachment 1).

Senator Andy Biggs, sponsor, stated that when there is a construction project, sometimes it is difficult for emergency vehicles to arrive on the scene of an accident or in the event of an emergency. A situation occurred near Tucson where a vehicle blew up and the driver was trapped. Emergency vehicles were unable to respond in time and the young man was killed. He added that he worked with ADOT on this bill, which provides the impetus for correcting that type of problem.

Vice-Chairman Fann announced the names of those who signed up in support of SB1216 but did not speak:

Jack Moraine, representing self

Vice-Chairman Fann announced the names of those who signed up as neutral on SB1216 but did not speak:

Kevin Biesty, Legislative Liaison, ADOT

Question was called on the motion that SB1216 do pass. The motion carried by a roll call vote of 6-0-0-3 (Attachment 2).

SB1124 - surplus lines; ADOT contracts - DO PASS

Vice-Chairman Fann moved that SB1216 do pass.

Justin Riches, Majority Research Analyst, explained that SB1124 stipulates that companies with surplus lines insurance coverage are eligible to bid on Arizona Department of Transportation (ADOT) contracts (Attachment 3).

Karlene Wenz, Government Affairs Specialist, Surplus Line Association of Arizona, in favor of SB1124, stated that she represents a group of brokers who specialize in this type of insurance that is not sold in the admitted market. Surplus lines insurance is property and liability insurance that is unusual and highly specific for racing events, long-haul trucking, etc. In 2010, some contractors who obtained insurance through the surplus lines market were not allowed to bid on ADOT projects because an ADOT manual states that in order to bid on a project, the contractor must have insurance through the admitted market. There is no substantive difference between the two; both are regulated by the Arizona Department of Insurance, etc. She said she worked with ADOT to develop the language in SB1216.

Vice-Chairman Fann asked if this will open up the market for insurance companies in Arizona. Ms. Wenz said no, there is already a healthy market for property and liability coverage in the admitted market and the surplus lines market in Arizona. This insurance is readily available and the only barrier was the language in the ADOT manual.

Vice-Chairman Fann announced the names of those who signed up as neutral on SB1124 but did not speak:

Kevin Biesty, Legislative Liaison, ADOT

Vice-Chairman Fann announced the names of those who signed up in support of SB1124 but did not speak:

Russell Reiten, Government Affairs, Independent Insurance Agents & Brokers of Arizona

Question was called on the motion that SB1124 do pass. The motion carried by a roll call vote of 6-0-0-3 (Attachment 4).

**SB1161 - state institutions; technical correction(now: vehicle disabled windshield placard) -
DISCUSSED AND HELD**

Vice-Chairman Fann moved that SB1161 do pass.

Tom Kwon, Majority Intern, explained that SB1161 allows a permanently physically disabled person to obtain multiple permanently disabled removable windshield placards (Attachment 5).

Kevin Biesty, Legislative Liaison, Arizona Department of Transportation (ADOT), neutral on SB1161, related that individuals obtain a signed form from their doctor verifying that they are handicapped and qualify for a placard or disability plate, which is up to the individual to choose. Placards are assigned to the vehicle and ADOT provides extra placards for additional vehicles at the individual's request.

Mrs. McLain questioned the need for this legislation if multiple placards can already be obtained. Mr. Biesty responded that ADOT has no concerns about the bill, but from talking to the sponsor, Senator Rick Murphy, he surmised that the intent is for clarification in statute.

Mrs. McLain asked if individuals must pay \$25 for disability plates like special plates. Mr. Biesty responded that there is no charge for disability plates.

Mr. Kwon clarified that the bill allows permanently physically disabled applicants to obtain additional placards without a written request, which is currently required.

Justin Riches, Majority Research Analyst, added that a written request will still be required for additional placards by applicants who are temporarily physically disabled. He acknowledged that the bill clarifies language in statute. In response to a question, he noted that the statute allows only two placards to be issued, although additional requests could probably be submitted to ADOT.

Senator Rick Murphy, sponsor, related that he knows some people, including his grandmother, who no longer drive and have placards, but many times when his mother takes his grandmother somewhere, they do not always use the same car or sometimes leave the placard in the other car that someone else is using, etc. This bill will make it easier to obtain an additional placard. He added that if a doctor verifies that someone is permanently disabled, it is burdensome to have to fill out the paperwork every five years when the placard expires, so the bill removes the expiration date requirement.

Mrs. McLain noted that it is already possible to request a second placard from ADOT. Senator Murphy replied that he was not aware that a second placard can be obtained by a second application, which was nice to find out, but the other part of the bill not requiring renewal is still worthwhile.

Chairman Williams asked if Senator Murphy will consider a Floor amendment to strike the language about obtaining an additional placard. Senator Murphy said he will agree to that as long as ADOT assures him it can already be done.

Discussion followed about the potential for fraudulent use of the placards.

Vice-Chairman Fann assumed the Chair.

Mr. Kwon pointed out that the bill does not change the requirement that a permanently disabled windshield placard must be renewed every five years.

Chairman Williams resumed the Chair.

Senator Murphy said he thought that the five-year renewal provision was eliminated by the bill, but since it is not, he will work on that because it is the more important provision.

Mr. Biesty related that temporarily disabled placards expire after six months. In FY 2011, nearly 125,000 new disability placards were issued, of which approximately 100,000 were provided to permanently disabled applicants. He said he did not see the five-year renewal removal in the bill and does not know the impact, but he will work on that with Senator Murphy.

Chairman Williams stated that he would like to retain the bill for further work on the language.

Vice-Chairman Fann endorsed the bill, but expressed concern about removing the five-year renewal requirement, which could potentially result in many placards with no expiration date being used fraudulently. Senator Murphy said he understands, but pointed out that of the 100,000 permanently disabled placards issued, it is not known how many were renewed and how many were new. He suspects that a significant number are renewals.

Vice-Chairman Fann withdrew the motion that SB1161 do pass.

Chairman Williams announced that SB1161 will be held.

SB1402 - broadband conduit installation; right-of-way; ADOT - DO PASS

Vice-Chairman Fann moved that SB1402 do pass.

Tom Kwon, Majority Intern, explained that SB1402 allows the Digital Arizona Highways Act of 2012 to be enacted pursuant to broadband conduit installation (Attachment 6).

Senator Adam Driggs, sponsor, conveyed that this is part of a two-step process to bring broadband to far-reaching rural areas of the state and to allow future growth of broadband, by using existing Arizona Department of Transportation (ADOT) routes and easements during road construction projects, to lay conduit. This will make a very expensive process more affordable. In response to a question, he acknowledged that having conduit services more readily available in rural areas is important for economic development and education.

Vice-Chairman Fann asked if this would apply to Public Private Partnership (P3) projects or if the broadband industry may want to provide financing to benefit everyone without costing taxpayers a lot of money.

Senator Driggs responded that this project will not involve taxpayer money, but will be funded entirely by private sector investment. He clarified that the bill creates the infrastructure that

allows the process to move forward. ADOT is willing to assist in this process, but does not want to administer it, so SB1403 - digital Arizona infrastructure office, addresses the administrative side, which is currently going through the Senate and should be heard by the House Transportation Committee next week.

Michael Keeling, Chair, Arizona Telecommunications and Information Council (ATIC), in support of SB1402, stated that according to broadband providers, there is a 10 to 25 percent deficiency of broadband coverage in the state, which translates into lack of job opportunities and impacts educational opportunities and medical services. The providers indicated that one of the major constraints was the ability to backhaul the traffic from a small community to Phoenix or Tucson, whichever is closer, so attempts were made to determine how to reduce the backhaul cost, which allows private sector providers already in rural communities to expand services to more users (Attachment 7). The state rights-of-way and roadways offer a significant part of that solution so discussions began with ADOT, which currently has a permitting program that allows for this type of work, but the provider must have the environmental and archeological studies done that are necessary for putting in the conduits. That is a duplication of what ADOT is already doing, but ADOT's current legislative definition is for roadway purposes, which does not include the transport of information. This bill expands the definition of transportation so those ancillary activities that are expensive for the providers and are already done for ADOT are useful for both. A companion bill addresses administration that will be heard at the next meeting.

In response to questions, he said the two bills were introduced as a package, but if the companion bill does not pass, he would encourage expansion of the definition of transportation and then work on how to administer these types of programs, but in a fashion that does not burden ADOT unnecessarily. He noted that the funding is from long-term leasing of conduit to private providers that will be placed into a fiduciary account and can only be used for planning, engineering and construction for delivery of the conduit. The money can be pulled out by ADOT and ADOT contractors, and there is a life cycle maintenance that is in the purview of ADOT.

Robert Smith, ATIC Associate; Town of Chino Valley, in favor of SB1402, stated that a strong correlation between robust communications infrastructure and economic development has been established, and the paradigm shift in economic development in the rural sector has moved toward organic growth and global competition. By installing this conduit, it will be possible to empower communities to compete globally and thrive. He anticipated additional impacts to quality of life, as well as health and human services.

Kevin Biesty, Legislative Liaison, Arizona Department of Transportation (ADOT), neutral on SB1402, said he talked with Mr. Gray and proponents of the bill who helped address concerns. Because many rights-of-way that ADOT "controls" are not actual state rights-of-way and ADOT is usually there on an easement, ADOT cannot do anything that is outside of the transportation function that exists. For example, ADOT wanted to place a monument on State Route 179 for a fallen Department of Public Safety officer killed in the line of duty, but could not because it was not ADOT's right-of-way; it was on federal land. The concept of utilities running along with freeways happens today, but ADOT cannot expend any federal or state transportation dollars for anything other than transportation. If a utility needs to get into the right-of-way, it is done by permit.

Mr. Biesty said he does not want the Members to think that by passing this bill, a large number of projects will be started. If the broadband community shows ADOT a plan, it can be matched with ADOT's five-year plan or the long-range plan; however, no new construction or capacity projects are planned outside of Maricopa and Pima Counties for the next five years as revenues remain stagnant, if not declining, and the Highway User Revenue Fund continues to be reduced. He said he understands the P3 component, which is exciting, but ADOT wants to be part of the solution and can only operate within what it is legally allowed to do.

Mrs. McLain asked if it would be possible to negotiate another agreement outside of ADOT's agreement if a provider wants to lay conduit and ADOT has an easement on federal or Native American land. Mr. Biesty responded that is how ADOT would envision it, but there is concern that it may delay the road project. He does not see this bill doing anything differently than what is currently done with utilities obtaining permits.

Mr. Farley noted that Mr. Biesty indicated that ADOT has no plans or funding to build roads for the next five years and questioned the need for the bill. Mr. Keeling responded that this is a long-term plan, not a one- to- five-year kind of exercise. If the studies that are going on now have the benefit of usage to both the asphalt road as well as the fiber roadways, instead of just one of those, it will reduce the cost. In addition, the bill allows work to go on, not only for new and major expansion of roadways, but for minor updates and extensions into small rural communities where there is not an ongoing major roadway project.

Vice-Chairman Fann announced the names of those who signed up in support of SB1402 but did not speak:

Bob Rosenberg, eLearning System for Arizona Teachers & Students

Susan Bitter Smith, Lobbyist, Arizona-New Mexico Cable Communications Association

Chris Marley, Mayor, Town of Chino Valley

Michael Whipple, Board Member, ATIC

Oris Friesen, IT Consultant, representing self

Ralph Gierish, Board Member, ATIC; Arizona Telemedicine Council

Mark Goldstein, President, International Research Center; Secretary, ATIC, representing self

Joseph Abate, Counsel, A T & T

Akos Kovach, Economic Development Planner, Southeastern Arizona Governments Organization

Ken Bennett, Secretary of State

Greg Bryan, Mayor, Town of Tusayan

Vice-Chairman Fann announced the names of those who signed up as neutral on SB1402 but did not speak:

Jim Ogsbury, Legislative Director, League of Arizona Cities and Towns

Bob Burns, former State Senator, representing self, spoke in support of SB1402. He stated that this group has been very involved with all of the stakeholders. There are still some problems with clarification between the supporters and ADOT, which he said he believes can be worked out. He asked the Members to keep the bill moving to see if services provided to people in rural Arizona can be improved.

Mr. Gray stated that there are some concerns, but there has been a lot of cooperation and stakeholder involvement; this is a process that continues to be worked on.

Aaron Sandeen, State Chief Information Officer/Deputy Director, Arizona Department of Administration (ADOA), spoke in support of SB1402. He related that ADOA is responsible for two broadband grants from the federal government through the stimulus program, one for planning and one for mapping. Almost \$10 million in funding was received to gather data to identify broadband capabilities in the state, and through that process, ADOA identified shortcomings and gaps in coverage. There are many sections within the state that do not have the network capacity today, which has a huge impact on education, health care and economic development. Also, state agencies do not have the network capacity to do many things.

He said he believes there are other opportunities for funding besides public-private partnerships. The federal E-Rate Program gives discounts for broadband access to schools, which the ADOA has the authority to coordinate around the state. Millions of dollars are unspent every year because that is not coordinated properly with the schools, so this is an awesome opportunity. Also, Congress recently passed a bill that will put \$7 million into the network to expand public safety broadband. Arizona will receive much of that and there will be a lot of infrastructure that does not currently exist. Without this legislation, ADOA will be limited in moving forward.

In response to a question, Mr. Sandeen said this bill will allow ADOA to coordinate efforts with ADOT in the planning process; the companion bill creates the office to receive funding, plan, coordinate and work directly with ADOT instead of individual entities applying to ADOT for permits.

Question was called on the motion that SB1402 do pass. The motion carried by a roll call vote of 7-0-0-2 (Attachment 8).

Without objection, the meeting adjourned at 10:27 a.m.

Linda Taylor, Committee Secretary
April 13, 2012

(Original minutes, attachments and audio on file in the Chief Clerk's Office; video archives available at <http://www.azleg.gov>)

EXHIBIT 44

Home > Search > Docket Search

Docket Search

Company, DBA, or Respondent Name:

Cox Arizona Telcom, L.L.C.

Docket Number

X-XXXXXX-NN-NNNN

Year-Matter

YY-NNNN

Docket Type

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Case Type

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Current Status

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Date Starting From

MM/DD/YYYY

Date Ending

MM/DD/YYYY

Search

Reset

Docket Results: 151 record(s) found

APP0783

Docket Number	Filed	Company Name	Type	Description	Details	Subscribe
T-03471A-15-0361	10/22/2015	Cox Arizona Telcom, L.L.C.	Tariff	In the matter of the application of Cox Arizona Telcom, L.L.C., to increase directory assistance business per call charge.		
T-03471A-15-0274	7/29/2015	Cox Arizona Telcom, L.L.C.	Tariff	In the matter of the application of Cox Arizona Telcom, L.L.C. tariff for approval to Increase Residential Line Connection, FastConnect, Transfer of Service and Self-Install charges.		
T-03471A-15-0155	5/14/2015	Cox Arizona Telcom, L.L.C.	Tariff	In the matter of the application of Cox Arizona Telcom, L.L.C. tariff filing for approval to revise the check sheets and move the Residential Speed Calling 8 Calling Feature to the Obsolete Services section of the Cox Local Exchange and Toll Service tariff.		

Docket Number	Filed	Company Name	Type	Description	Details	Subscribe
T-03471A-15-0104	3/26/2015	Cox Arizona Telcom, L.L.C.	Tariff	In the matter of the application of Cox Arizona Telecom, L.L.C. tariff filing for approval to revise check sheets, reduce Residential Line Connection Charge Rates, separate and increase Residential per call Directory Assistance Rates and remove combination offer and bundle discount provision from Cord Cutter Terms and Conditions.		
T-03471A-15-0045	2/18/2015	Cox Arizona Telcom, L.L.C.	Tariff	In the matter of the application of Cox Arizona Telcom, L.L.C. tariff filing for approval to revise check sheets and increase rates for Cox Business Flat and Measured Rate Services.		

Docket Number	Filed	Company Name	Type	Description	Details	Subscribe
T-03471A-14-0418	12/23/2014	Cox Arizona Telcom, L.L.C.	Tariff	In the matter of the application of Cox Arizona Telcom, L.L.C. tariff filing for approval to revise check sheets, remove references to Busy Line Verification/Interrupt and move Residential Selective Call Rejection calling feature to Obsolete Service Offerings Section		
T-03471A-14-0258	7/9/2014	Cox Arizona Telcom, L.L.C.	Tariff	In the matter of the application of Cox Arizona Telcom, L.L.C. dba Cox Communications tariff filing for approval to revise check sheets; move grandfathered packages (Simply Three, Connection-60 and Connection Unlimited) to obsolete service offerings section; modify terms and conditions of Cox Business Nickel Call Plan; and new original pages in Obsolete Service Offerings (Simply Three, Connections-60 and Connections Unlimited).		

Docket Number	Filed	Company Name	Type	Description	Details	Subscribe
T-03471A-14-0191	6/17/2014	Cox Arizona Telcom, L.L.C.	Tariff	In the matter of the application of Cox Arizona Telcom, L.L.C. dba Cox Communications for approval to revise service under Cox's Access Services Tariff.		
T-03471A-14-0150	5/7/2014	Cox Arizona Telcom, L.L.C.	Tariff	In the matter of the application of Cox Arizona Telcom, L.L.C. tariff filing for approval to increase rates for Cox Business Flat, Measured Rate services and Cox Business Unlimited Long Distance Call Plan; change Lifeline eligibility requirement for 125% to 150% of the Federal Poverty Guideline (FPG); to modify terms and conditions of Residential Seasonal Service and to move Business Seasonal Service to new page.		

Docket Number	Filed	Company Name	Type	Description	Details	Subscribe
T-03471A-14-0151	5/7/2014	Cox Arizona Telcom, L.L.C.	Tariff	In the matter of the application of Cox Arizona Telcom, L.L.C. tariff filing for approval to revise check sheets; add new Non-Recurring Charge rates for Residential Reactivation and Seasonal Service, remove Non-Recurring Charge for Residential Line Restoral Charge (clarify through footnotes and move text to new page 60.1); reduce Non-Recurring Charge for Residential Change Directory Listing; and to add new Non-Recurring Charge for Telephone Number Change.		
T-03471A-14-0083	3/10/2014	Cox Arizona Telcom, L.L.C.	Tariff	In the matter of the application of Cox Arizona Telcom, L.L.C. tariff filing to revise check sheets and to change Cord Cutter (Limited Basic Telephone Service) retention offer to include 30 minutes of local calling and remove inputed FCC Access Charge.		

Docket Number	Filed	Company Name	Type	Description	Details	Subscribe
T-03471A-14-0053	2/25/2014	Cox Arizona Telcom, L.L.C.	Tariff	In the matter of the application of Cox Arizona Telcom, L.L.C. tariff filing to increase monthly recurring and overage charges for Cox Business Long Distance Packages (Minute Pack 100 through Minute Pack 10,000).		
T-03471A-14-0015	1/16/2014	Cox Arizona Telcom, L.L.C.	Tariff	In the matter of the application of Cox Arizona Telcom, L.L.C. dba Cox Communications tariff filing to increase max rates for Business Local Access Line Flat-Rate Service and Measured-Rate Service.		
T-03471A-13-0406	11/25/2013	Cox Arizona Telcom, L.L.C.	Tariff	In the matter of the application of Cox Arizona Telcom, L.L.C. tariff filing to increase the monthly rate for Local Access Line Flat Rate Service-Standard Service, Additional Lines and Combination Service, Anonymous Call Rejection Residential Calling Feature and CDT Essential Package.		

Docket Number	Filed	Company Name	Type	Description	Details	Subscribe
T-03471A-13-0360	10/23/2013	Cox Arizona Telcom, L.L.C.	Tariff	In the matter of the application of Cox Arizona Telcom, L.L.C. tariff filing to revise check sheets and to change rate for residential seasonal service.		
T-03471A-13-0355	10/17/2013	Cox Arizona Telcom, L.L.C.	Tariff	In the matter of the application of Cox Arizona Telcom, L.L.C. tariff filing to change rates for Residential Line Connection Charges.		
T-03471A-13-0338	10/7/2013	Cox Arizona Telcom, L.L.C.	Tariff	In the matter of the application of Cox Arizona Telcom, L.L.C. tariff filing to revise check sheets and make additions of Embedded Multimedia Terminal Adapter (eMTA) Policies.		
T-03471A-13-0244	7/12/2013	Cox Arizona Telcom, L.L.C.	Tariff	In the matter of the application of Cox Arizona Telcom, L.L.C. tariff filing to increase maximum rates on various services.		

Docket Number	Filed	Company Name	Type	Description	Details	Subscribe
T-03471A-13-0245	7/12/2013	Cox Arizona Telcom, L.L.C.	Tariff	In the matter of the application of Cox Arizona Telcom, L.L.C. tariff filing to make changes in Business to Residential Telephone Number Transfer Policy; and to make changes to Lifeline Assistance Program.		
T-03471A-13-0190	6/6/2013	Cox Arizona Telcom, L.L.C.	Tariff	In the matter of the application of Cox Arizona Telcom, L.L.C. tariff filing to revise check sheets; increase Residential Line Connection Charges; add Self-Install (new); remove Link Up footnote add Self-Install footnote; and add Terms and Conditions relating to Cox Business Unlimited LD Call Plan.		
T-03471A-13-0148	5/23/2013	Cox Arizona Telcom, L.L.C.	Tariff	In the matter of the application of Cox Arizona Telcom, L.L.C. tariff filing to comply with the FCC requirements.		

Docket Number	Filed	Company Name	Type	Description	Details	Subscribe
T-03471A-13-0005	1/7/2013	Cox Arizona Telcom, L.L.C.	Tariff	In the matter of the application of Cox Arizona Telcom, L.L.C. tariff filing to reduce rates on Toll Restriction; and to increase rates on Simply Five Savings Plan and CDT Essential Package.		
T-03471A-12-0466	11/14/2012	Cox Arizona Telcom, L.L.C.	Tariff	In the matter of the application of Cox Arizona Telcom, L.L.C. tariff filing to add clarifying text and renumber subsequent Directory Listing sections and to add Toll Restriction to CDT Essential		
T-03471A-12-0397	9/11/2012	Cox Arizona Telcom, L.L.C.	Tariff	In the matter of the application of Cox Arizona Telcom, L.L.C. tariff filing to correct section reference; add clarifying text and to add Cord Cutter Service.		
T-03471A-12-0349	8/1/2012	Cox Arizona Telcom, L.L.C.	Tariff	In the matter of the application of Cox Arizona Telcom, L.L.C. tariff filing to revise check sheets and TOC; and to add Cox's intrastate LD service.		

Docket Number	Filed	Company Name	Type	Description	Details	Subscribe
T-03471A-12-0317	7/11/2012	Cox Arizona Telcom, L.L.C.	Tariff	In the matter of the application of Cox Arizona Telcom, L.L.C. for approval to make tariff changes.		
T-03471A-12-0260	6/18/2012	Cox Arizona Telcom, L.L.C.	Tariff	In the matter of the application of Cox Arizona Telcom, L.L.C. tariff filing to revise service under Cox's Access Service Tariff.		
T-03471A-12-0201	5/31/2012	Cox Arizona Telcom, L.L.C.	Tariff	In the matter of the application of Cox Arizona Telcom, L.L.C. tariff filing to revise the Residential Default LD rate.		
T-03471A-12-0157	4/26/2012	Cox Arizona Telcom, L.L.C.	Tariff	In the matter of the application of Cox Arizona Telcom, L.L.C. tariff filing to revise check sheets, NRC rates and text; and discontinue Link-Up offering		
T-03471A-12-0088	3/8/2012	Cox Arizona Telcom, L.L.C.	Tariff	In the matter of the application of Cox Arizona Telcom, L.L.C. tariff filing to revise check sheets and commercial rate.		
T-03471A-12-0052	2/15/2012	Cox Arizona Telcom, L.L.C.	Tariff	In the matter of the application of Cox Arizona Telcom, L.L.C. tariff filing to revise check sheets and commercial rates.		

Docket Number	Filed	Company Name	Type	Description	Details	Subscribe
T-03471A-12-0006	1/9/2012	Cox Arizona Telcom, L.L.C.	Tariff	In the matter of the application of Cox Arizona Telcom, L.L.C. tariff filing to revise check sheets.		
T-03471A-11-0456	12/20/2011	Cox Arizona Telcom, L.L.C.	Tariff	In the matter of the application of Cox Arizona Telcom, L.L.C. tariff filing to add VoIP- PSTN language.		
T-03471A-11-0457	12/20/2011	Cox Arizona Telcom, L.L.C.	Tariff	In the matter of the application of Cox Arizona Telcom, L.L.C. tariff filing to revise Check Sheets; add Emergency Locator Service and revise text.		
T-03471A-11-0399	11/2/2011	Cox Arizona Telcom, L.L.C.	Tariff	In the matter of the application of Cox Arizona Telcom, L.L.C. tariff filing to eliminate Cox Business Calling Card.		
T-03471A-11-0256	6/28/2011	Cox Arizona Telcom, L.L.C.	Misc	In the matter of the application of Cox Arizona Telcom, L.L.C. for an exemption from commission rule A.A.C.. R14-2-1115.C.3.		
T-03471A-11-0236	6/6/2011	Cox Arizona Telcom, L.L.C.	Tariff	In the matter of the application of Cox Arizona Telcom, L.L.C. tariff filing to revise Check Sheets and add competitive response language.		

Docket Number	Filed	Company Name	Type	Description	Details	Subscribe
T-03471A-11-0201	5/18/2011	Cox Arizona Telcom, L.L.C.	Tariff	In the matter of the application of Cox Arizona Telcom, L.L.C. tariff filing to eliminate Residential Privacy Control and Calling Card; and to add Sweepstakes language.		
T-03471A-11-0192	5/5/2011	Cox Arizona Telcom, L.L.C.	Interconnection Agreement - Voluntary	In the matter of the application of Qwest Corporation for approval to Subloop Access at MDUs Amendment to the Interconnection Agreements with Cox Arizona Telcom, L.L.C.		
T-03471A-11-0168	4/20/2011	Cox Arizona Telcom, L.L.C.	Misc	In the matter of the application of Cox Arizona Telcom, L.L.C. for approval of a designation as an eligible telecommunications carrier pursuant to section 214(E)(2) of the communications act of 1934.		
T-03471A-11-0103	3/3/2011	Cox Arizona Telcom, L.L.C.	Tariff	In the matter of the application of Cox Arizona Telcom, L.L.C. tariff filing to revise Check steets and Residential Rates.		

Docket Number	Filed	Company Name	Type	Description	Details	Subscribe
T-03471A-11-0074	2/8/2011	Cox Arizona Telcom, L.L.C.	Tariff	In the matter of the application of Cox Arizona Telcom, L.L.C. tariff filing to add Essential and Premier Feature Pak; Essential and Premier Package and to revise offer to include Premier Pak.		
T-03471A-10-0498	12/15/2010	Cox Arizona Telcom, L.L.C.	Tariff	In the matter of the application of Cox Arizona Telcom, L.L.C. tariff filing to add/revise max rates		
T-03471A-10-0359	8/31/2010	Cox Arizona Telcom, L.L.C.	Tariff	In the matter of the application of Cox Arizona Telcom, L.L.C. tariff filing to revise check sheets and MRC Line rates		
T-03471A-10-0360	8/31/2010	Cox Arizona Telcom, L.L.C.	Tariff	In the matter of the application of Cox Arizona Telcom, L.L.C. tariff filing to revise check sheets and MRC Line and Max rates		
T-03471A-10-0346	8/23/2010	Cox Arizona Telcom, L.L.C.	Tariff	In the matter of the application of Cox Arizona Telcom, L.L.C. tariff filing to revise NRC rates.		
T-03471A-10-0274	7/6/2010	Cox Arizona Telcom, L.L.C.	Formal Complaint	In the matter of the formal complaint against Cox Arizona Telcom, L.L.C. filed by Tony Granillo		

Docket Number	Filed	Company Name	Type	Description	Details	Subscribe
T-03471A-10-0217	6/1/2010	Cox Arizona Telcom, L.L.C.	Tariff	In the matter of the application of Cox Arizona Telcom, L.L.C. tariff filing to revise Toll Free MCR.		
T-03471A-10-0132	4/6/2010	Cox Arizona Telcom, L.L.C.	Tariff	In the matter of the application of Cox Arizona Telcom, L.L.C. tariff filing to add Switched Access Services Contract.		
T-03471A-10-0122	4/1/2010	Cox Arizona Telcom, L.L.C.	Tariff	In the matter of the application of Cox Arizona Telcom, L.L.C. for approval of a tariff filing that makes revisions to the Cox Local Exchange tariff pages.		
T-03471A-10-0055	2/16/2010	Cox Arizona Telcom, L.L.C.	Tariff	In the matter of the application of Cox Arizona Telcom, L.L.C. tariff filing to revise Residential Custom Calling rates, Business line rate for Non-Profits and rate for Residential Calling Plan.		

Docket Number	Filed	Company Name	Type	Description	Details	Subscribe
T-03471A-09-0520	11/12/2009	Cox Arizona Telcom, L.L.C.	Tariff	In the matter of the application of Cox Arizona Telecom, L.L.C. for approval of a tariff filing to revise check sheets; grandfather call plans and move to obsolete services; add new call plans; remove text; decrease rate; and grandfather call plans.		
T-03471A-09-0481	10/8/2009	Cox Arizona Telcom, L.L.C.	Interconnection Agreement - Voluntary	In the matter of the application of Qwest Corporation for approval of an Agreement for Interconnection, Unbundled Network Elements, Ancillary Services and Resale of Telecommunications Services with Cox Arizona Telcom, LLC		
T-03471A-09-0399	8/20/2009	Cox Arizona Telcom, L.L.C.	Tariff	In the matter of the application of Cox Arizona Telcom, L.L.C. tariff filing to add Loyalty Award.		
T-03471A-09-0352	7/9/2009	Cox Arizona Telcom, L.L.C.	Tariff	In the matter of the application of Cox Arizona Telcom, L.L.C. tariff filing to revise Check Sheets and Text.		

Docket Number	Filed	Company Name	Type	Description	Details	Subscribe
T-03471A-09-0215	5/7/2009	Cox Arizona Telcom, L.L.C.	Tariff	In the matter of the application of Cox Arizona Telcom, L.L.C. tariff filing to make revisions.		
T-03471A-09-0146	3/23/2009	Cox Arizona Telcom, L.L.C.	Tariff	In the matter of the application of Cox Arizona Telcom, L.L.C. tariff filing to add Nationwide 1000 Call Plan.		
T-03471A-09-0055	2/10/2009	Cox Arizona Telcom, L.L.C.	Tariff	In the matter of the application of Cox Arizona Telcom, L.L.C. tariff filing to revise rates and to move text to Obsolete Services Section.		
T-03471A-08-0580	11/20/2008	Cox Arizona Telcom, L.L.C.	Tariff	In the matter of the application of Cox Arizona Telcom, L.L.C. tariff filing to revise pages to its Local Exchange tariff.		
T-03471A-08-0572	11/10/2008	Cox Arizona Telcom, L.L.C.	Tariff	In the matter of the application of Cox Arizona Telcom, L.L.C. tariff filing to increase NRCs on Toll Free DA service.		

Docket Number	Filed	Company Name	Type	Description	Details	Subscribe
T-03471A-08-0489	9/24/2008	Cox Arizona Telcom, L.L.C.	Interconnection Agreement - Voluntary	In the matter of the application of Qwest Corporation for approval of a Local Number Portability (LNP) Managed Cut Amendment to Wireline Interconnection Agreement with Cox Arizona Telcom, LLC.		
T-03471A-08-0252	5/19/2008	Cox Arizona Telcom, L.L.C.	Tariff	In the matter of the application of Cox Arizona Telecom, L.L.C. tariff filing to revise pages to its Local Exchange tariff.		
T-03471A-08-0186	4/7/2008	Cox Arizona Telcom, L.L.C.	Tariff	In the matter of the application of Cox Arizona Telcom, L.L.C. tariff filing to revise pages to its Local Exchange and Intrastate tariffs.		
T-03471A-08-0140	3/6/2008	Cox Arizona Telcom, L.L.C.	Tariff	In the matter of the application of Cox Arizona Telecom, L.L.C. tariff filing to revise pages to its Local Exchange and Intrastate tariff.		
T-03471A-08-0043	1/23/2008	Cox Arizona Telcom, L.L.C.	Waiver of Affiliated Interest Rules	In the matter of the application of Cox Arizona Telcom, LLC for approval of an extension of its waiver of Rule 805 of the Public Utility Holding Companies and Affiliated Interests Rules.		

Docket Number	Filed	Company Name	Type	Description	Details	Subscribe
T-03471A-07-0678	12/7/2007	Cox Arizona Telcom, L.L.C.	Tariff	In the matter of the application of Cox Arizona Telcom, L.L.C. tariff filing to revise its Local Exchange tariff.		
T-03471A-07-0617	10/25/2007	Cox Arizona Telcom, L.L.C.	Interconnection Agreement - Voluntary	In the matter of the application of Qwest Corporation and Cox Arizona Telcom, LLC for approval of an amendment to an Interconnection Agreement of Subloop Unbundling and Network Interface Device (NID).		
T-03471A-07-0604	10/18/2007	Cox Arizona Telcom, L.L.C.	Tariff	In the matter of the application of Cox Arizona Telcom, L.L.C. tariff filing to revise its Local Exchange tariff.		
T-03471A-07-0408	7/3/2007	Cox Arizona Telcom, L.L.C.	Tariff	In the matter of the application of Cox Arizona Telcom L.L.C., for tariff filing revised sheets reflecting an increase in Business Directory Listings rates.		
T-03471A-07-0366	6/14/2007	Cox Arizona Telcom, L.L.C.	Tariff	In the matter of the Application of Cox Arizona Telcom, LLC., Tariff filing to Revise Check Sheets, and Move Services to the Obsolete Services Section.		

Docket Number	Filed	Company Name	Type	Description	Details	Subscribe
T-03471A-07-0359	6/8/2007	Cox Arizona Telcom, L.L.C.	Tariff	In the matter of the Application of Cox Arizona Telcom, L.L.C., Tariff filings Revise Check Sheets, and add Trouble Isolation Charge.		
T-03471A-07-0353	6/5/2007	Cox Arizona Telcom, L.L.C.	Tariff	In the matter of the application of Cox Arizona Telcom, LLC., tariff filing to revise check sheets and revise/add text.		
T-03471A-07-0242	4/16/2007	Cox Arizona Telcom, L.L.C.	Interconnection Agreement - Arbitrated	In the matter of the application of Cox Arizona Telcom, L.L.C. petition for arbitration with Qwest Corporation pursuant to section 252 of the Telecommunications Act of 1996.		
T-03471A-07-0167	3/21/2007	Cox Arizona Telcom, L.L.C.	Tariff	In the matter of the application of Cox Arizona Telecom, L.L.C. tariff filing revised pages to it's Local Exchange and Intrastate tariffs.		
T-03471A-07-0120	2/27/2007	Cox Arizona Telcom, L.L.C.	Tariff	In the matter of the application of Cox Arizona Telecom, LLC. tariff filing revised pages to its Local Exchange and Intrastate tariffs.		

Docket Number	Filed	Company Name	Type	Description	Details	Subscribe
T-03471A-06-0748	11/30/2006	Cox Arizona Telcom, L.L.C.	Tariff	In the matter of the application of Cox Arizona Telcom, L.L.C. tariff filing revisions to the Cox Local Exchange tariff.		
T-03471A-06-0704	11/2/2006	Cox Arizona Telcom, L.L.C.	Tariff	In the matter of the application of Cox Arizona Telecom, L.L.C. tariff filing revised pages to its Local Exchange and Intrastate tariffs.		
T-03471A-06-0646	10/6/2006	Cox Arizona Telcom, L.L.C.	Tariff	In the matter of the application of Cox Arizona Telecom, L.L.C. tariff filing a correction page to its Local Exchange and Intrastate Tariffs.		
T-03471A-06-0647	10/6/2006	Cox Arizona Telcom, L.L.C.	Tariff	In the matter of the application of Cox Arizona Telcom, LLC. tariff filing revisions to its Intrastate Access Service Tariff pages.		
T-03471A-06-0640	10/4/2006	Cox Arizona Telcom, L.L.C.	Tariff	In the matter of the application of Cox Arizona Telcom, LLC. tariff filing revised pages to its Local Exchange and Intrastate tariffs.		

Docket Number	Filed	Company Name	Type	Description	Details	Subscribe
T-03471A-06-0442	7/5/2006	Cox Arizona Telcom, L.L.C.	Tariff	In the matter of the application of Cox Arizona Telecom, LLC. tariff filing to revise pages in its Local Exchange and Intrastate tariffs as well as adding foreign exchange service.		
T-03471A-06-0188	3/23/2006	Cox Arizona Telcom, L.L.C.	Tariff	In the matter of the application of Cox Arizona Telcom, L.L.C. tariff filing to revise its Local Exchange and Intrastate tariffs.		
T-03471A-06-0045	1/30/2006	Cox Arizona Telcom, L.L.C.	Formal Complaint	In the matter of the Formal Complaint against Cox Arizona Telcom, LLC filed by Qwest Corporation for breach of the parties' Interconnection Agreement.		
T-03471A-05-0863	11/28/2005	Cox Arizona Telcom, L.L.C.	Tariff	In the matter of the application of Cox Arizona Telcom, L.L.C. tariff filing to revise the Cox Local Exchange page 2 & 4, revise check sheets and 62.3 to reduce CBS Seasonal Service MRC.		

Docket Number	Filed	Company Name	Type	Description	Details	Subscribe
T-03471A-05-0854	11/22/2005	Cox Arizona Telcom, L.L.C.	Tariff	In the matter of the application of Cox Arizona Telcom, L.L.C. tariff filing to revise page 1, revise check sheet and page 48, 49 to revise Switched Access usage rates and rate structure.		
T-03471A-05-0709	10/6/2005	Cox Arizona Telcom, L.L.C.	Tariff	In the matter of the application of Cox Arizona Telcom, L.L.C. dba Cox Communications tariff filing to revise pages 2 and 4, revise check sheets; page 62.3, add non-profit term discount and add additional features to footnote.		
T-03471A-05-0676	9/23/2005	Cox Arizona Telcom, L.L.C.	Tariff	In the matter of the application of Cox Arizona Telcom, L.L.C. dba Cox Communications for approval to revise pages to its Local Exchange and Intrastate tariffs.		
T-03471A-05-0432	6/13/2005	Cox Arizona Telcom, L.L.C.	Interconnection Agreement - Voluntary	In the matter of the application of Qwest Corporation for an Amendment to the Interconnection Agreement between Qwest Corporation and Cox Arizona Telcom, LLC.		

Docket Number	Filed	Company Name	Type	Description	Details	Subscribe
T-03471A-05-0357	5/17/2005	Cox Arizona Telcom, L.L.C.	Misc	In the matter of the application of Cox Arizona Telcom , L.L.C. for a waiver of rule 805 of the Public Utility Holding Companies and Affiliated Interests Rules (A. A. C. R14-2-801 et seq.)		
T-03471A-05-0168	3/9/2005	Cox Arizona Telcom, L.L.C.	Tariff	In the matter of the application of Cox Arizona Telcom , L.L.C. dba Cox Communications tariff filing to reduce the rate for Call Waiting ID.		
T-03471A-05-0064	1/31/2005	Cox Arizona Telcom, L.L.C.	Formal Complaint	In the matter of the formal complaint of Accipiter Communications, Inc. against Vistancia Communications, L.L.C., Shea Sunbelt Pleasant Point, L.L.C., and Cox Arizona Telcom, L.L.C.		

Docket Number	Filed	Company Name	Type	Description	Details	Subscribe
T-03471A-05-0036	1/19/2005	Cox Arizona Telecom, L.L.C.	Tariff	In the matter of the application of Cox Arizona Telecom , L.L.C. tariff filing to increase the rate for directory assistance while enhancing the service to customers by providing call completion, movie and theater information and increasing the number of telephone numbers the customer receives from two to three numbers per call.		
T-03471A-05-0013	1/10/2005	Cox Arizona Telecom, L.L.C.	Interconnection Agreement - Voluntary	In the matter of the application of Qwest Corporation for approval of a Special Promotion Amendment for Available Inventory Collocation Sites to the Interconnection Agreement with Cox Arizona Telecom , L.L.C. dba Cox Communications.		
T-03471A-04-0913	12/20/2004	Cox Arizona Telecom, L.L.C.	Tariff	In the matter of the application of Cox Arizona Telecom , L.L.C. tariff filing to revise Check Sheets and reduce feature rate.		

Docket Number	Filed	Company Name	Type	Description	Details	Subscribe
T-03471A-04-0855	12/1/2004	Cox Arizona Telcom, L.L.C.	Tariff	In the matter of the application of Cox Arizona Telecom , L.L.C. tariff filing to add Business Nickel Call Plan.		
T-03471A-04-0826	11/16/2004	Cox Arizona Telcom, L.L.C.	Interconnection Agreement - Voluntary	In the matter of the application of Qwest Corporation for approval of the Amendment to the Interconnection Agreement with Cox Arizona Telecom , L.L.C.		
T-03471A-04-0750	10/15/2004	Cox Arizona Telcom, L.L.C.	Interconnection Agreement - Voluntary	In the matter of the application of Qwest Corporation for approval of the Amendment to the Interconnection Agreement with Cox Arizona Telecom , L.L.C. dba Cox Communications.		
T-03471A-04-0751	10/15/2004	Cox Arizona Telcom, L.L.C.	Tariff	In the matter of the application of Cox Arizona Telecom , L.L.C. dba Cox Communications tariff filing to revise check sheets; add Cox Utility Line; reduce Block Compromise Charge; and revise text.		

Docket Number	Filed	Company Name	Type	Description	Details	Subscribe
T-03471A-04-0568	8/2/2004	Cox Arizona Telcom, L.L.C.	Tariff	In the matter of the application of Cox Arizona Telecom , L.L.C. dba Cox Communications tariff filing to reduce the Toll Free recurring charge.		
T-03471A-04-0556	7/30/2004	Cox Arizona Telcom, L.L.C.	Misc	In the matter of the application of Cox Arizona Telecom , L.L.C. dba Cox Communications for approval to create a new rate center in Maricopa County.		
T-03471A-04-0441	6/10/2004	Cox Arizona Telcom, L.L.C.	Tariff	In the matter of the application of Cox Arizona Telecom , L.L.C. dba Cox Communications tariff filing to revise check sheets, competitive Response Program.		
T-03471A-04-0308	4/22/2004	Cox Arizona Telcom, L.L.C.	Interconnection Agreement - Voluntary	In the matter of the application of Qwest Corporation for approval of a Special Promotion Amendment for Available Inventory Collocation Sites to the Interconnection Agreement with Cox Arizona Telecom , L.L.C.		

Docket Number	Filed	Company Name	Type	Description	Details	Subscribe
T-03471A-04-0260	4/6/2004	Cox Arizona Telcom, L.L.C.	Tariff	In the matter of the application of Cox Arizona Telecom , L.L.C. dba Cox Communications tariff filing to Revise Check Sheets, Cox Connection 60 and 90, and Toll Restriction; and add Simply Five Savings Plan.		
T-03471A-04-0092	2/10/2004	Cox Arizona Telcom, L.L.C.	Interconnection Agreement - Voluntary	In the matter of the application of Qwest Corporation for approval of a Special Promotion Amendment for Available Inventory Collocation Sites to the Interconnection Agreement with Cox Arizona Telecom , L.L.C. dba Cox Communications.		
T-03471A-04-0042	1/21/2004	Cox Arizona Telcom, L.L.C.	Tariff	In the matter of the application of Cox Arizona Telecom , L.L.C. dba Cox Communications tariff filing to make numerous revisions to the Cox Local Exchange tariff.		

Docket Number	Filed	Company Name	Type	Description	Details	Subscribe
T-03471A-03-0920	12/23/2003	Cox Arizona Telcom, L.L.C.	Tariff	In the matter of the application of Cox Arizona Telecom , L.L.C. dba Cox Communications tariff filing to decrease Calling Feature rates; and add Bulk rated PRI Services.		
T-03471A-03-0741	10/7/2003	Cox Arizona Telcom, L.L.C.	Tariff	In the matter of the application of Cox Arizona Telecom , L.L.C. tariff filing to add CBS Minute Packs to the Local Exchange tariff and the InterLATA tariff; and add Foreign Listing to the Local Exchange tariff.		

Docket Number	Filed	Company Name	Type	Description	Details	Subscribe
T-03471A-03-0729	10/1/2003	Cox Arizona Telcom, L.L.C.	Tariff	In the matter of the application of Cox Arizona Telecom , L.L.C. dba Cox Communications tariff filing to move the combination feature "Add Call Forwarding - Busy/Don't Answer" from a footnote into the Business Optional Features table; increase the offered rate for that combination feature from \$4.00 to \$5.50 and sets a maximum recurring rate and non-recurring rates for the combination feature.		
T-03471A-03-0629	9/2/2003	Cox Arizona Telcom, L.L.C.	Interconnection Agreement - Voluntary	In the matter of the amendment for Reciprocal Compensation to the Interconnection Agreement between Qwest Corporation and Cox Arizona Telecom, LLC. dba Cox Communications.		
T-03471A-03-0555	8/11/2003	Cox Arizona Telcom, L.L.C.	Tariff	In the matter of the application of Cox Arizona Telecom , L.L.C. dba Cox Communications tariff filing for a Rate Reduction.		

Docket Number	Filed	Company Name	Type	Description	Details	Subscribe
T-03471A-03-0484	7/14/2003	Cox Arizona Telcom, L.L.C.	Tariff	In the matter of the application of Cox Arizona Telecom , L.L.C. dba Cox Communications tariff filing to add a rate for Remote Call Forwarding additional paths; delete references to Telephone Plus rates; relocate Cox Connection packages to Section 7 of the Local Exchange Tariff; add a new Unlimited Connection package.		
T-03471A-03-0287	5/6/2003	Cox Arizona Telcom, L.L.C.	Interconnection Agreement - Voluntary	In the matter of the application for Collocation Available Inventory to the Interconnection Agreement between Qwest Corporation and Cox Arizona Telecom, LLC.		
T-03471A-03-0237	4/15/2003	Cox Arizona Telcom, L.L.C.	Misc	In the matter of the application of Cox Arizona Telcom, LLC for a waiver of Rule 805 of the public utility holding companies and affiliated interests rules.		

Docket Number	Filed	Company Name	Type	Description	Details	Subscribe
T-03471A-03-0181	3/26/2003	Cox Arizona Telcom, L.L.C.	Tariff	Tariff filing to add a new service (Dedicated Long Distance Service) to its Local Exchange Tariff and its intrastate InterLATA Service tariff.		
T-03471A-02-0916	12/18/2002	Cox Arizona Telcom, L.L.C.	Tariff	Tariff revision to revise check sheets, modify and add to Non-Recurring Charge language, modify Cancellation of Application for Service language and add Construction and Special Charges language.		
T-03471A-02-0851	11/15/2002	Cox Arizona Telcom, L.L.C.	Tariff	Tariff revisions to add new residential service installation options that were otherwise not available, reduces the rate for a residential line restoral charge from \$20 to \$0.00and eliminates 3.1.3.4 of the tariff as it relates to unregulated services (Labor Rate charges).		
T-03471A-02-0838	11/8/2002	Cox Arizona Telcom, L.L.C.	Tariff	Tariff revisions to increase the maximum monthly rate for second line combination customers from \$8.50 to \$ 11.75.		

Docket Number	Filed	Company Name	Type	Description	Details	Subscribe
T-03471A-02-0755	10/2/2002	Cox Arizona Telecom, L.L.C.	Tariff	Tariff filing to revise check sheets, increase Residential Calling Card rate per minute and increase Directory Listings to the local exchange tariff and to revise check sheets, and increase Residential Calling Card rate per minute to the InterLATA tariff.		
T-03471A-02-0562	7/24/2002	Cox Arizona Telecom, L.L.C.	Interconnection Agreement - Voluntary	Application for approval of a CLEC-to-CLEC Cross Connections Amendment to the interconnection agreement between Qwest Corporation and Cox Arizona Telecom, L.L.C. d/b/a Cox Communications		
T-03471A-02-0405	5/31/2002	Cox Arizona Telecom, L.L.C.	Interconnection Agreement - Voluntary	Application for approval of an Enhanced Extended Loop Amendment to the Interconnection agreement between Qwest Corporation and Cox Arizona Telecom, L.L.C. d/b/a Cox Communications		

Docket Number	Filed	Company Name	Type	Description	Details	Subscribe
T-03471A-02-0404	5/31/2002	Cox Arizona Telcom, L.L.C.	Tariff	Revision to the Local Exchange and InterLATA Services that revises check sheets revises Cox LD Solutions term call plan adds Cox LD Enterprise term call plan adds Cox 250 & 500 U.S. Savings call plans revises Early Termination language and revises Toll-Free term call plan.		
T-03471A-02-0367	5/17/2002	Cox Arizona Telcom, L.L.C.	Tariff	Tariff filing to overall reduce and realign residential line connection charges		
T-03471A-02-0354	5/13/2002	Cox Arizona Telcom, L.L.C.	Interconnection Agreement - Voluntary	Application for approval of an Subloop Unbundling amendment to the interconnection agreement between Qwest Corporation and Cox Arizona Telcom , L.L.C. d/b/a Cox Communications		
T-03471A-02-0325	5/1/2002	Cox Arizona Telcom, L.L.C.	Misc	Joint application of Cox Arizona Telcom , L.L.C. and WorldCom, Inc for an order determining applicability of Arizona Universal Service Fund Rule R14-2-1204B		

Docket Number	Filed	Company Name	Type	Description	Details	Subscribe
T-03471A-02-0248	3/29/2002	Cox Arizona Telcom, L.L.C.	Tariff	Tariff filing to revise both local and interlata tariff by revising check sheets, revise feature language, reduce Business Calling Card rate, add Cox LD Solutions term call plans, revise Toll-Free service, add Toll-Free call plans,		
T-03471A-02-0177	3/11/2002	Cox Arizona Telcom, L.L.C.	Formal Complaint	Formal complaint by Michael R. Turney		
T-03471A-02-0127	2/19/2002	Cox Arizona Telcom, L.L.C.	Tariff	Tariff revision to the local exchange tariff by revising check sheets, add Privacy Control feature, changes text and revise Centrex price from per-station to customer group.		
T-03471A-02-0025	1/11/2002	Cox Arizona Telcom, L.L.C.	Misc	Application that requests the A.C.C. issue an order to show cause regarding implementation of Qwest Corpertaion proposed local carrier freeze service.		

Docket Number	Filed	Company Name	Type	Description	Details	Subscribe
T-03471A-01-0987	12/18/2001	Cox Arizona Telcom, L.L.C.	Tariff	Tariff revision to the local exchange tariff to increase the current monthly recurring residential line rate for temporary (or seasonal) service from \$6.50 to \$8.50 effective Jan. 13, 2002.		
T-03471A-01-0782	10/5/2001	Cox Arizona Telcom, L.L.C.	Tariff	Tariff revision to clarify which customers are eligible for residential service and/or business services and establish a new current and maximum rate for customers requesting in excess of (4) residential lines.		
T-03471A-01-0778	10/1/2001	Cox Arizona Telcom, L.L.C.	Tariff	Tariff revisions to increase the maximum monthly rate for second line combination customers for \$6.50 to \$8.50		
T-03471A-01-0718	9/12/2001	Cox Arizona Telcom, L.L.C.	Interconnection Agreement - Voluntary	Application for approval of a local number portability modifications amendment to the interconnection between Qwest Corporation and Cox Telecom, L.L.C.		

Docket Number	Filed	Company Name	Type	Description	Details	Subscribe
T-03471A-01-0699	9/4/2001	Cox Arizona Telcom, L.L.C.	Tariff	Tariff revision to increase the maximum per minute rate for Cox Digital Calling Card usage from \$0.25 to \$0.35. For both local and interlata tariff.		
T-03471A-01-0616	7/31/2001	Cox Arizona Telcom, L.L.C.	Tariff	Tariff filing to revise check sheets, revise language regarding Cox's network management, add text, add accss rights to the property after disconnection, rename Bundled Service Package to Cox Office Solutions Pak and revise the offer, reduce three-year term rate, add residential Bundled services Package.		
T-03471A-01-0396	5/9/2001	Cox Arizona Telcom, L.L.C.	Tariff	Tariff filing to clarify and otherwise expand Cox's ability to offer its Competitive Response Programs to all residential and business customers requesting disconnection of service to establish service with a competing telecommunications provider for their local, intralata and/or interlata service.		

Docket Number	Filed	Company Name	Type	Description	Details	Subscribe
T-03471A-01-0395	5/9/2001	Cox Arizona Telcom, L.L.C.	Tariff	Tariff filing to accurately reflect in the tariff Cox's current and maximum approved Commission rates; and to revise and clarify the terms and conditions for which the Connection 60 and Connection 90 Packages.		
T-03471A-01-0314	4/13/2001	Cox Arizona Telcom, L.L.C.	Tariff	Tariff filing to add a new Office Solution Flex package available to business customers.		
T-03471A-01-0308	4/12/2001	Cox Arizona Telcom, L.L.C.	Tariff	Tariff filing to reduce the rate for the residential installation charge from \$40 to \$35.		
T-03471A-01-0105	2/2/2001	Cox Arizona Telcom, L.L.C.	Tariff	Tariff filing to revise check sheets and add bundled service package.		

Docket Number	Filed	Company Name	Type	Description	Details	Subscribe
T-03471A-00-0998	12/7/2000	Cox Arizona Telcom, L.L.C.	Tariff	Tariff filing to revise check sheets, adds d/b/a designation, revise table of contents , adds language for expedite installation & moves text, adds 900 & 700 Dispute Resolution & moves text, adds specific language for harassing or annoying telephone calls, clarifies local calling areas, adds business measured rate service, increases tow custom calling feature rates, replaces Centrex offering, adds toll-free features/increases listing charge and adds Obsolete Service Offering.		
T-03471A-00-0601	8/16/2000	Cox Arizona Telcom, L.L.C.	Tariff	Tariff filing to revise check sheets and to change price for initial connection charge.		
T-03471A-00-0290	5/1/2000	Cox Arizona Telcom, L.L.C.	Interconnection Agreement - Voluntary	Application by U S West for approval of the second amendment to the agreement with Cox Arizona Telcom , L.L.C. d/b/a Cox Communications.		

Docket Number	Filed	Company Name	Type	Description	Details	Subscribe
T-03471A-00-0241	4/13/2000	Cox Arizona Telcom, L.L.C.	Tariff	Tariff filing to revise check sheets and added Active Lifestyle Feature Package.		
T-03471A-00-0242	4/13/2000	Cox Arizona Telcom, L.L.C.	Tariff	Tariff filing to a revise check sheets, add optional calling plan and add toll free service on local exchange and to revise check sheet and table of contents, revise MTS text, add optional calling plan, add toll free service, and move text to Interlata tariff.		
T-03471A-00-0176	3/16/2000	Cox Arizona Telcom, L.L.C.	Tariff	Tariff filing with new index entries, New Control Plus Package, rates for New Control Plus Package, and New Residential Service Packages.		
T-03471A-00-0092	2/9/2000	Cox Arizona Telcom, L.L.C.	Misc	Application for a waiver of public utility holding companies and affiliated interests rules (A.C.C. R14-2-801 to R14-2-0806)		
T-03471A-00-0042	1/19/2000	Cox Arizona Telcom, L.L.C.	Misc	Application for limited waiver of 2-Pic equal access requirements.		

Docket Number	Filed	Company Name	Type	Description	Details	Subscribe
T-03471A-99-0625	11/3/1999	Cox Arizona Telcom, L.L.C.	Tariff	Tariff filing of revised pages to local exchange tariff; new index entry "Competitive Response", addition of definition "Primary Line", addition of identification requirements for all new customers, addition of (1) goodwill provision for service interruptions and (2) service guarantee during first 12 months of service, addition of 6 - second billing for business customer's toll calls, addition of exemption for Directory Assistance calls for certified customers, reduction in current per number ported rate for LNP installation , addition of Competitive Response Program for residential and business customers		
T-03471A-99-0488	8/31/1999	Cox Arizona Telcom, L.L.C.	Transfer of Ownership	Joint application of Cable Plus Company, L.P., d/b/a Telephone Plus, and Cox Arizona Telecom, L.L.C. for an order approving the sale and transfer of assets of Telephone Plus.		

Docket Number	Filed	Company Name	Type	Description	Details	Subscribe
T-03471A-99-0372	7/2/1999	Cox Arizona Telcom, L.L.C.	Misc	Intralata Dialing Parity Plan in compliance to FCC Order Docket No. 96-98, NSD File No. 98-121.		
T-03471A-97-0681	11/28/1997	Cox Arizona Telcom, L.L.C.	Transfer of Ownership	Joint application for transfer of CC&N.		

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EXHIBIT 45

ORIGINAL

NEW APPLICATION



0000153877

BEFORE THE ARIZONA CORPORATION COMMISSION

COMMISSIONERS

2014 MAY -2 P 2:23

Arizona Corporation Commission

DOCKETED

BOB STUMP, Chairman
GARY PIERCE
BRENDA BURNS
BOB BURNS
SUSAN BITTER SMITH

AZ CORP COMMISSION
DOCKET CONTROL

MAY -2 2014

DOCKETED BY
nr

IN THE MATTER OF THE JOINT APPLICATION OF
TIME WARNER CABLE INFORMATION SERVICES
(ARIZONA), LLC, DBA TIME WARNER CABLE,
TIME WARNER CABLE BUSINESS LLC, DBA
TIME WARNER CABLE, AND COMCAST PHONE
OF ARIZONA, LLC, DBA COMCAST DIGITAL
PHONE

Docket Nos. T-20449A-14-0147
T-20879A-14-0147
T-04293A-14-0147

**AFFILIATED INTEREST
RULES APPLICATION**

(Expedited Consideration Requested)

FOR A LIMITED WAIVER OF THE AFFILIATED
INTEREST RULES PURSUANT TO A.A.C. R14-2-
806 OR ALTERNATIVELY FOR EXPEDITED
APPROVAL TO REORGANIZE UNDER A.A.C. R14-
2-803

Pursuant to A.A.C. R14-2-801, *et seq.* (the "Affiliated Interest Rules"), Time Warner Cable Information Services (Arizona), LLC, d/b/a Time Warner Cable ("TWCIS"), Time Warner Cable Business LLC, d/b/a Time Warner Cable ("TWCB," and together with TWCIS, "the Time Warner Cable Subsidiaries"), and Comcast Phone Of Arizona, LLC, d/b/a Comcast Digital Phone ("Comcast Phone") (collectively, the "Applicants"), on behalf of their parent corporations, Time Warner Cable Inc. ("Time Warner Cable") and Comcast Corporation ("Comcast"), seek a Limited Waiver of the A.A.C. R14-2-803 pursuant to A.A.C. R14-2-806 or, alternatively, request expedited approval under A.A.C. R14-2-803 of Comcast's proposed indirect acquisition of TWCIS and TWCB as a result of its merger with Time Warner Cable Inc. (the "Transaction"). Pursuant to A.A.C. R14-2-806, the requested Limited Waiver is in the public interest and should be granted because: (1) the Transaction presents no risks for, or impacts on, Time Warner Cable's and Comcast's Arizona operating subsidiaries or their customers; (2) the Transaction will strengthen Comcast Phone's, TWCIS' and TWCB's financial structure and in no way diminish access to capital; (3) the

1 Transaction will advance competition for business voice and data services, as well as the provision
2 of wireless backhaul; and (4) the waiver will conserve the Commission's and parties' resources.
3 The Applicants request expedited consideration of this Application pursuant to A.A.C. R14-2-806.
4 Alternately, the Applicants request that the Commission grant approval of the Transaction under
5 A.A.C. R14-2-803.

6 DESCRIPTION OF THE PARTIES

7 A. Time Warner Cable, TWCIS and TWCB

8 Time Warner Cable is a publicly traded Delaware corporation with its headquarters located at
9 60 Columbus Circle, New York, New York 10023-5860. Time Warner Cable is a leading provider
10 of video, high-speed Internet, and voice services to residential and business customers. Its network
11 facilities cover portions of 31 states, including Arizona, and it faces strong competition in each of
12 those areas for all of its services. Time Warner Cable's broadband infrastructure has enabled it,
13 through its operating subsidiaries, to provide interconnected Voice over Internet Protocol ("VoIP")
14 services in most of its geographic footprint. Indeed, Time Warner Cable was the first multi-system
15 cable operator – and one of the first service providers – to introduce a mass-market, facilities-based
16 VoIP service, then called Digital Phone, bringing a reliable, feature-rich, competitive voice
17 alternative to residential and business consumers. The names and business addresses of the officers
18 and directors of Time Warner Cable are attached as Exhibit A.

19 TWCIS is a wholly-owned subsidiary of Time Warner Cable and a limited liability company
20 organized under the laws of the state of Delaware. Its principal office is located at 60 Columbus
21 Circle, New York, New York 10023. TWCIS is authorized in Arizona to provide resold and
22 facilities-based local exchange and resold and facilities-based long distance telecommunications
23 services pursuant to Commission Decision No. 71169 (issued June 30, 2009) in Docket No. T-
24 20449A-08-0044, which granted a Certificate of Convenience & Necessity ("CC&N") to TWCIS.

25 TWCB is a member-managed Delaware limited liability company and an indirect, wholly
26 owned subsidiary of Time Warner Cable Inc. As with TWCIS, TWCB's principal office is located
27 at 60 Columbus Circle, New York, New York 10023. On March 27, 2013, TWCB filed an
28 application with the Commission for a CC&N to offer Facilities-Based Long Distance

1 Telecommunications Services and Private Line Services to commercial customers. The application
2 was assigned to Docket No. T-20879A-13-0083. TWCB is a competitive telecommunications
3 company that intends to offer commercial customers High Capacity Transmission Services to
4 provide point-to-point, point-to-multipoint and multipoint-to-multipoint non-voice dedicated
5 connections between one or more customer-designated locations and/or the Company utilizing
6 Ethernet interfaces, optical fiber and/or coaxial cable facilities. On February 5, 2014, Commission
7 Staff submitted a report recommending approval of the CC&N. A hearing on the application was
8 held on April 30, 2014. TWCB expects that it will be issued the requested CC&N within the next
9 few months, at which point it will begin offering the above-described services to commercial
10 customers in Arizona.

11 Time Warner Cable, through its subsidiaries, provides its competitive voice services using
12 VoIP technology to residential and business customers in Arizona. Time Warner Cable, through its
13 cable and other subsidiaries, offers a wide array of video and high-speed data voice services, all in
14 competition with the incumbent local exchange carriers (“ILECs”) and other service providers.
15 Once certificated, TWCB will offer a variety of services to business customers, including high-
16 capacity transmission services (such as Metro Ethernet) in competition with the ILECs and other
17 service providers. In addition, TWCB will offer wholesale services to wireless providers for cell
18 tower backhaul and to other service providers. The companies offer these services using the
19 facilities of Time Warner Cable, as well as, if necessary, third-party infrastructure. Retail customers
20 range from small businesses with a single location to medium-sized and enterprise businesses with
21 multiple locations as well as government, education, and non-profit institutions.

22 In Arizona, Time Warner Cable through its operating subsidiaries provides services in Yuma
23 County.

24 B. Comcast

25 Comcast is a publicly traded corporation organized under the laws of Pennsylvania. Its
26 principal offices are located at One Comcast Center, Philadelphia, Pennsylvania 19103-2838.
27 Comcast is a global media and technology company with network facilities covering portions of 39
28 states and the District of Columbia. No individual or company holds, directly or indirectly, a ten

1 percent or greater equity interest in Comcast.¹ The names and business addresses of the officers and
2 directors of Comcast are attached as Exhibit B. Comcast is a leading provider of video, high-speed
3 Internet, digital voice, and other next-generation services and technologies to residential customers
4 and small- and medium-sized businesses. Having consistently invented, developed, deployed, and
5 improved a wide range of new technologies and services, Comcast has established a reputation as an
6 industry leader in communications, technology, financial performance, and operational efficiency.

7 Through its subsidiaries, Comcast currently provides voice services to approximately
8 10.8 million customers, including residential and business subscribers. Using VoIP technology,
9 Comcast provides competitive facilities-based voice services to deliver digital-quality phone service,
10 plus enhanced features that are integrated with other Comcast services.

11 Comcast, through its VoIP operating subsidiary, Comcast IP Phone, LLC, offers competitive
12 residential and commercial VoIP services to its customers in Arizona. Further, through its
13 certificated Arizona operating subsidiary Comcast Phone, Comcast provides resold long distance,
14 resold local exchange and facilities-based long distance and local exchange telecommunications
15 services in Arizona. *See* Decision No. 69408 (issued April 16, 2007) in Docket No. T-04293A-04-
16 0870 (granting CC&N to Comcast Phone of Arizona, LLC).

17 Comcast is active in the wholesale business market, particularly with respect to cellular
18 backhaul services for wireless carriers.

19 In Arizona specifically, Comcast's VoIP subsidiary, Comcast IP Phone, LLC, serves state
20 residents in the geographic areas of Pima and Pinal counties.

21 **BACKGROUND AND DESCRIPTION OF THE TRANSACTION**

22 Comcast has entered into an agreement with Time Warner Cable whereby Comcast will
23 acquire 100 percent of Time Warner Cable's equity in exchange for Comcast Class A shares
24 ("CMCSA"). The proposed Transaction is a straightforward acquisition of Time Warner Cable. As
25 illustrated in the structure charts included in Exhibit C, at the closing of the transaction, Tango

26
27 ¹ Brian L. Roberts, Comcast's Chairman and Chief Executive Officer, has or is attributed with the power to vote stock
28 that represents 33-1/3 percent of the voting power of Comcast's voting common stock. Mr. Roberts's voting interest is
held primarily through his control of BRCC Holdings, LLC, a Delaware limited liability company of which he is the sole
Manager. No other individual or entity has or is attributed with, directly or indirectly, a ten percent or greater voting
interest in Comcast.

1 Acquisition Sub, Inc. ("Merger Sub"), a new direct wholly owned subsidiary of Comcast, will merge
2 with Time Warner Cable under Delaware law. At that time, the separate corporate existence of
3 Merger Sub will cease, and, thereafter, Time Warner Cable will be a wholly owned subsidiary of
4 Comcast. Contemporaneously with the merger, each Time Warner Cable share will be converted
5 into the right to receive 2.875 shares of CMCSA.

6 Given that this Transaction is occurring at the holding company level it will not result in
7 consolidation of the Time Warner Cable and Comcast operating entities, and no customers will be
8 transferred to a different service provider as a result of this Transaction.² Comcast's acquisition of
9 Time Warner Cable will not change the direct ownership or operation of the Time Warner Cable
10 Subsidiaries. In addition, the Transaction will have no impact on the rates, terms or conditions of
11 these subsidiaries in Arizona. It is therefore anticipated that the change in indirect ownership of
12 TWCIS and TWCB will be seamless to Arizona customers.

13 Neither the assets nor the equity capital of the Arizona operating subsidiaries will be pledged,
14 encumbered or otherwise affected by the Transaction. Finally, because this Transaction will not in
15 any way detrimentally impact Comcast Corporation's and Time Warner Cable's (as well as their
16 operating subsidiaries') cash flow, as a result of increased economies of scale and scope, their
17 financial status will not be impaired by this Transaction.

18 **BENEFITS OF THE TRANSACTION**

19 This Transaction will generate substantial public interest benefits, with no countervailing
20 harms, and thus warrants approval. The Time Warner Cable Subsidiaries will continue to offer
21 competitive services in Arizona following consummation of the Transaction.

22 The Transaction will promote the deployment of advanced voice services and enhance
23 competition in the voice marketplace. By permitting Comcast and Time Warner Cable to combine
24 the best aspects of their robust and innovative voice services, and by adding scale to Comcast's
25 overall business that will encourage more network investment in Arizona, approval of this

26
27
28 ² All applicable regulatory requirements will be complied with should any transfer of customers or change to rates,
terms or conditions of service change in the future.

1 Transaction will leave the merged company better positioned to offer an array of advanced voice
2 services in competition with ILECs and other providers.

3 A. The Transaction Will Improve Competition for Residential Voice Services

4 Approval of this Transaction will provide voice service customers in Arizona with a more
5 robust competitor, leading to improved services and choices for consumers. Recent network
6 investments have expanded dramatically the features available to XFINITY Voice customers served
7 by Comcast. Comcast has moved to a new advanced and flexible IP Multimedia Subsystem (“IMS”)
8 network architecture. This architecture enables customers to access the service from different
9 locations using a variety of methods and networks, including not only the wired connections
10 provided by Comcast, but also Wi-Fi connections and public Internet connections provided by third
11 parties, whether wired or wireless. For example, it enables “Voice 2go,” which allows users to place
12 calls over a Wi-Fi or data connection from their Comcast-assigned telephone numbers using an app
13 downloaded to a mobile device, and to receive calls to their home numbers at multiple locations and
14 on multiple devices using the “Advanced Call Forwarding” feature. Combining these features with
15 Time Warner Cable’s already strong VoIP product will produce an advanced, state-of-the art
16 offering.

17 Over time, the Applicants anticipate incorporating the best aspects of both of their voice
18 products to create a better experience for both companies’ customers. This will enhance the
19 competitive landscape in Arizona through a wider and expanding set of residential voice services.

20 B. The Transaction Will Improve Competition for Business Voice and Data Services

21 Businesses of all sizes will benefit from a substantial increase in much-needed competition
22 and the accelerated deployment of advanced services. A unified presence in Arizona will enable the
23 combined company to offer a more comprehensive set of competitive service options throughout a
24 larger footprint, which would be especially valuable to business customers that have multiple
25 locations within the State.

26 ***Medium and Enterprise Business Customers.*** The Transaction will increase competition for
27 medium-sized and enterprise business customers. The Transaction will provide an opportunity for
28 the combined company to offer new competition in these market segments.

1 Beyond the significant benefits driven by larger scale, the combined company will be able to
2 compete more effectively for medium-sized and enterprise business customers by combining
3 Comcast's and Time Warner Cable's respective product offerings into a "best of the best" service
4 portfolio, thereby capitalizing on their complementary strengths and marketing expertise.

5 For example, Comcast currently offers some services to business customers that Time
6 Warner Cable does not, including Comcast's Business VoiceEdge ("BVE"), which provides web-
7 based PBX functionality with a host of nomadic features. This includes a "Be Anywhere" feature
8 that allows customers to make and receive calls from any device at any location with one phone
9 number, and to use 4-digit extensions to contact colleagues from their mobile phones. BVE also
10 includes "Teleworker," which enables seamless integration of remote and work-at-home employees
11 into a company's phone infrastructure. Comcast was recently listed as a Leading Hosted VoIP
12 Provider on the Infonetics Research 2013 North America Business VoIP Service Leadership
13 Scorecard.³

14 Meanwhile, Time Warner Cable, through its NaviSite subsidiary, provides a range of cloud-
15 based solutions that appeal to medium-sized and enterprise businesses, including customized
16 managed hosting, managed application, and message solutions, along with other related IT solutions
17 and professional services.⁴ Time Warner Cable also offers Session Initial Protocol ("SIP") trunking,
18 data center services, and other high-end business services products, and has received a "Metro
19 Ethernet Forum" 2.0 Certification in all eight Ethernet product categories.⁵ Combining the
20 complementary products and services offered by Comcast and Time Warner Cable under a single
21 company will enhance competition in business services in a way neither company can do today.

22
23
24 ³ Press Release, Infonetics, Infonetics Scoreboard Ranks Comcast, Verizon, 8x8, XO Top N. American Business VoIP
Providers, IP Connectivity Becoming Commodity (May 14, 2013), <http://www.infonetics.com/pr/2013/North-America-Business-VoIP-Scorecard.asp>.

25 ⁴ See <http://www.navisite.com/>.

26 ⁵ See *The MEF Certification Program*, MEF, <http://www.metroethernetforum.org/certification/mef-certification-programs> (last visited Mar. 30, 2014). Comcast was the first service provider to receive CE2.0 certification. See
27 *Comcast Business Services is World's First CE 2.0 Service Provider*, Telecom Review, http://telecomreviewna.com/index.php?option=com_content&view=article&id=334:comcast-business-services-is-worlds-first-ce-20-service-provider&catid=1:latest-news&Itemid=62 (last visited Apr. 2, 2014). Comcast is certified in
28 six of the eight CE 2.0 categories.

1 **Wireless backhaul services.** With mobile data traffic growing incredibly rapidly, wholesale
2 wireless backhaul is also an emerging and significant service that the combined company will be
3 better positioned to provide. Comcast and Time Warner Cable have both recognized the growing
4 need for wireless carriers to transport wireless traffic from their cell towers on high-capacity fiber
5 facilities to make the mobile broadband ecosystem work more efficiently and reliably and provide
6 better service to customers. Yet Comcast's and Time Warner Cable's current shares in this segment
7 are small: the companies together had only an estimated 2.8 percent national market share in 2013.

8 As with the medium-sized and enterprise segments discussed above, the Transaction will
9 make the combined company a more effective wireless backhaul competitor to the ILECs due to:

- 10 • Improved network reach that will allow the company to serve a much higher
11 proportion of a mobile operator's sites;
- 12 • Improved operations resulting from consistency in approach and technology on a
13 larger fraction of mobile operator's sites;
- 14 • Increased ability to build out fiber and invest in wireless backhaul infrastructure
15 because of additional scope and scale; and
- 16 • Increased number of on-net locations, which will allow the operating cash flow from
17 those sites to be re-invested in plant expansion to marginal sites.

18 With the inclusion of Time Warner Cable's assets, knowledge and expertise, the combined
19 company will be better positioned to offer mobile operators the services they want in more locations,
20 enhancing consumer welfare in Arizona.

21 **Small business customers.** Comcast recognized the opportunity to serve small business
22 customers' voice and data needs several years ago, and since 2006 has aggressively extended its
23 network to enable it to offer small businesses a competitive alternative for their data, voice, and
24 video needs. Comcast moved swiftly to develop business-class billing, provisioning, and customer
25 interface systems. It recruited an aggressive sales force and built the required service delivery and
26 service assurance expertise and systems. And it brought to thousands of pharmacies, barber shops,
27 dry cleaners, and restaurants a value proposition that was far better than what was previously
28 available. Comcast's investments and innovations in this area have led to growing marketplace
success. And the company has won several awards for its small business services, including the

1 Leading Lights Award last year for Most Innovative SMB Service and the Hosted VoIP leader
2 award in 2012 and 2013.

3 Time Warner Cable also robustly serves the small business segment in its footprint. As in
4 the case of Comcast, this market segment accounts for the majority of Time Warner Cable's business
5 services revenue. But Time Warner Cable also has more experience providing advanced services to
6 medium-sized and enterprise businesses because of its presence in the New York and Los Angeles
7 markets, and an earlier start.

8 Analyst reports have underscored aggressive price competition by Comcast and Time Warner
9 Cable in the small and medium-sized business segments, with a 2013 research report noting that new
10 entry was decreasing Ethernet pricing for business by 10 percent or more a year.⁶ The combined
11 company will be an even more effective competitor against established incumbent providers. The
12 combined investments and network upgrades that are necessary to serve medium-sized, enterprise,
13 and wholesale wireless backhaul customers across the combined company footprint will also inure to
14 the benefit of small business (and residential customers as well). Since products developed for the
15 medium-sized or enterprise segments can often be offered to or repackaged for small businesses,
16 new product development driven by greater competition for larger businesses will also benefit small
17 business customers. Small businesses will also enjoy the "spillover effects" from the combined
18 company's investments and plant upgrades made to serve larger businesses.

19 C. The Transaction Will Not Reduce Competition in Arizona.

20 While the Transaction will increase Time Warner Cable's and Comcast's ability to bring
21 competition to a variety of market segments in Arizona, it will not reduce competition because Time
22 Warner Cable and Comcast do not compete directly with one another. In addition, residential and
23 business customers have numerous competitive alternatives for telephone services. Residential
24

25 ⁶ Insight Research Corp., *US Carriers and Ethernet Services, 2013-2018*, at 5 (Aug. 2013); see also TeleGeography,
26 *Global Enterprise Networks: Enterprise Service Pricing*, at 16 (Jan. 2013) ("Median Ethernet market prices remain
27 volatile, fluctuating considerably year to year. . . . With this said however, the long-term price trend is clearly down.");
28 *id.* at 20 ("As a growing number of carriers offer the service, [Virtual Private LAN Service] prices continue to decline.");
Craig Galbraith, *CableCos Gain Ground in Ethernet, But AT&T, Verizon Still Lead*, Channel Partners, Feb. 12, 2014,
<http://www.channelpartneronline.com/news/2014/02/cablecos-gain-ground-in-ethernet-but-at-t-verizon.aspx> ("Cable
companies have developed a winning formula for the U.S. business Ethernet market. They are successfully leveraging
their on-net fiber footprints to offer aggressive pricing and rapid service provisioning.").

1 voice competitors include traditional providers of phone service such as ILECs and other
2 competitive local exchange carriers (“CLECs”), providers of fixed and nomadic VoIP services, as
3 well as Vonage and other over-the-top voice service options, and the strong trend in telephony
4 toward wireless substitution of fixed telephone lines. Other providers of high-capacity business and
5 wireless backhaul services include the ILECs as well as large CLECs such as Level 3. The
6 Transaction will not result in the combined company holding a dominant share of the market in
7 Arizona for any of these services.

8 D. The Transaction Will Be Seamless to Customers

9 Furthermore, because the Transaction will be conducted at the holding company level, it will
10 be seamless to Time Warner Cable customers. This application does not request authority for the
11 transfer of customers or the assignment or discontinuance of any certificate.

12 **PUBLIC INTEREST CONSIDERATIONS**

13 Under the Affiliated Interest Rules, Commission approval is required per A.A.C. R14-2-
14 803(A) whenever a Class A public utility or an affiliate of that public utility intends to reorganize an
15 existing public utility holding company. “Reorganize” is defined broadly under the Affiliated
16 Interest Rules to include “[t]he acquisition or divestiture of a financial interest in an affiliate or a
17 utility, or reconfiguration of an existing affiliate or utility’s position in the corporate structure or the
18 merger or consolidation of an affiliate or a utility.” A.A.C. R14-2-801(5). As described by the
19 Commission, the purpose of the Affiliated Interest Rules are fourfold: (i) to prevent the commingling
20 of “utility funds” with “non-utility funds;” (ii) to prohibit the cross-subsidization of non-utility
21 activities by utility ratepayers; (iii) to avert any negative impact of non-utility activities on a utility’s
22 financial credit; and (iv) to ensure that the utility and its affiliates provide the Commission with the
23 information necessary to “carry out its regulatory responsibility.”⁷ When the Affiliated Interest Rules
24 were adopted, the Commission understood that the requirements contained in these Rules would not
25 be applicable in some instances, and as a result, authorized waiver of the Affiliated Interest Rules if
26 to do so would be in the public interest. A.A.C. R14-2-806(A).

27
28

⁷ See Concise Explanatory Statement, proposed Affiliated Interest Rules, Docket No. R-0000-89-194.

1 This Transaction does not raise any of the stated concerns of the Commission in adopting the
2 Affiliated Interest Rules and thus a Limited Waiver of such rules serves the public interest. The
3 Transaction involves no financing commitments or requirements on the part of the Arizona operating
4 subsidiaries (i.e., the Arizona operating subsidiaries of Time Warner Cable and Comcast
5 Corporation, as described above). Neither the assets nor the equity capital of the Arizona operating
6 subsidiaries will be pledged, encumbered or otherwise affected. Given the foregoing, no
7 commingling of utility funds with non-utility funds will occur and there will be no cross-
8 subsidization of non-utility activities by the customers of the Arizona operating subsidiaries, where
9 applicable.

10 Additionally, the Transaction will not have a negative impact on the financial credit of the
11 Arizona operating subsidiaries, nor will the Transaction affect the Arizona operating subsidiaries'
12 access to, or cost of, capital. The Arizona operating subsidiaries will continue to have the same or
13 better access to funding from Comcast Corporation.

14 To further support the public interest, the Applicants add that there will be no change in the
15 direct ownership of the Arizona operating subsidiaries as a result of the Transaction. The
16 Transaction also will not change the current method of tax allocation to the Arizona operating
17 subsidiaries.

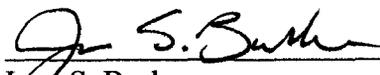
18 Moreover, the Transaction will not impact customer service levels or any other operational
19 matters of the Arizona operating subsidiaries. The Transaction also will not require customers to
20 change carriers or result in any assignment of authorizations.

21 In conclusion, a Limited Waiver of the Affiliated Interest Rules, or alternatively expedited
22 approval of the Transaction serves the public interest given that this Transaction will not impact the
23 customers of the Arizona operating subsidiaries, and will only serve to improve the Applicants'
24 financial standing.

25 WHEREFORE, having fully stated their Application, the Applicants request that the
26 Commission – either affirmatively or by operation of law – grant a Limited Waiver of the Affiliated
27 Interest Rules in connection with the Transaction or approval of the Transaction described herein.
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RESPECTFULLY SUBMITTED this 2nd day of May, 2014.

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Counsel for Comcast Phone of Arizona, LLC
and Comcast Corporation

1 **Original and 13 copies** filed this
2 ~~2nd~~ day of May, 2014 with:

3 Docket Control
4 Arizona Corporation Commission
5 1200 West Washington Street
6 Phoenix, AZ 85007

7 **Copies** of the foregoing delivered
8 this ~~2nd~~ day of May, 2014 to:

9 Commissioner Bob Stump, Chairman
10 Arizona Corporation Commission
11 1200 West Washington Street
12 Phoenix, AZ 85007

13 Commissioner Gary Pierce
14 Arizona Corporation Commission
15 1200 West Washington Street
16 Phoenix, AZ 85007

17 Commissioner Brenda Burns
18 Arizona Corporation Commission
19 1200 West Washington Street
20 Phoenix, AZ 85007

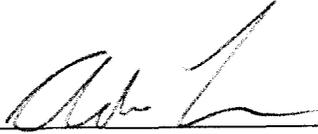
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VERIFICATION

I, Lynn R. Charytan, declare the following:

I am the Senior Vice President, Legal Regulatory Affairs, of Comcast Corporation, the parent company of the Applicant Comcast Phone of Arizona, LLC in this matter, and am authorized to make this verification. I have personal knowledge of the facts stated in the attached Application for a Limited Waiver of the Affiliated Interest Rules Pursuant to R14-2-806 or Alternatively For Expedited Approval to Reorganize Under A.A.C. R14-2-803, and, to the best of my knowledge, information and belief, such facts are true.

I declare, under penalty of perjury, that the foregoing verification is true and correct.

Executed this 1st day of May, 2014

Comcast Corporation

By: *Lynn R. Charytan*
Lynn R. Charytan

SUBSCRIBED AND SWORN TO before me this 1st day of May, 2014.

Shanica Mayo
Notary Public

My Commission Expires:

2/14/2017

SHANICA MAYO
NOTARY PUBLIC DISTRICT OF COLUMBIA
My Commission Expires February 14, 2017



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VERIFICATION

I, Julie Laine, declare the following:

I am the Group Vice President & Chief Counsel, Regulatory, of Time Warner Cable Subsidiaries, the parent company of the Applicants Time Warner Cable Information Services (Arizona), LLC, and Time Warner Business Cable LLC, in this matter, and am authorized to make this verification. I have personal knowledge of the facts stated in the attached Application for a Limited Waiver of the Affiliated Interest Rules Pursuant to R14-2-806 or Alternatively For Expedited Approval to Reorganize Under A.A.C. R14-2-803, and, to the best of my knowledge, information and belief, such facts are true.

I declare, under penalty of perjury, that the foregoing verification is true and correct.

Executed this 1st day of May 2014

Time Warner Cable, Inc.

By: Julie P. Laine
Julie Laine

SUBSCRIBED AND SWORN TO before me this 1st day of May, 2014.

Sue Ellen Dockery
Notary Public

My Commission Expires:

10-3-17

SUE ELLEN DOCKERY
Notary Public, State of New York
Registration No. 01DO6134442
Qualified in Kings County
Certificate Filed in New York County
Commission Expires October 3, 2017

EXHIBIT A

**TIME WARNER CABLE INC.
DIRECTORS LIST
as of 5/01/2014**

Directors

Carole Black
Glenn A. Britt
Thomas H. Castro
David C. Chang
James E. Copeland, Jr.
Peter R. Haje
Donna A. James
Don Logan
Robert D. Marcus
N.J. Nicholas, Jr.
Wayne H. Pace
Edward D. Shirley
John E. Sununu

The Address for all Directors is:

Time Warner Cable, Inc.
60 Columbus Circle
17th Floor
New York, NY 10023

EXHIBIT A

TIME WARNER CABLE INC. CORPORATE OFFICERS LIST

as of 5/01/2014

Executive Officers*

Robert D. Marcus	Chairman & Chief Executive Officer
Ellen East	Executive Vice President & Chief Communications Officer
Dinesh C. Jain	Chief Operating Officer
Marc Lawrence-Apfelbaum	Executive Vice President, General Counsel & Secretary
Gail MacKinnon	Executive Vice President & Chief Government Relations Officer
Arthur T. Minson, Jr.	Executive Vice President & Chief Financial Officer
Peter C. Stern	Executive Vice President & Chief Strategy, People and Corporate Development Officer

Non-Executive Officers

Joan Gillman	Executive Vice President & Chief Operating Officer, Media Services
Michael T. Hayashi	Executive Vice President, Architecture, Development and Engineering
Jeffrey Hirsch	Executive Vice President & Chief Marketing and Sales Officer, Residential Services
John Keib	Executive Vice President & Chief Care and Technical Operations Officer, Residential Services
Michael L. LaJoie	Executive Vice President & Chief Technology and Network Operations Officer
Kevin J. Leddy	Executive Vice President, Corporate Strategy
Philip Meeks	Executive Vice President & Chief Operating Officer, Business Services
Melinda Witmer	Executive Vice President, Chief Video Officer & Chief Operating Officer, Time Warner Cable Networks
Stephanie Anderson	Senior Vice President & Chief Marketing Officer, Business Services
Michael Angus	Senior Vice President & General Manager, Video
Kelly Atkinson	Senior Vice President, Marketing - Get
James Braun	Senior Vice President, Product Management
David A. Christman	Senior Vice President, Deputy General Counsel, Chief Counsel, Corporate & Assistant Secretary
Jennifer Chun	Senior Vice President, Content Acquisition
James Cigliano	Senior Vice President, Retention Operations
Steven Cook	Senior Vice President & General Manager, HSD
Michael Diamond	Senior Vice President, Marketing – Grow
Chris Faw	Senior Vice President, Media Operations
Ken Fitzpatrick	Senior Vice President & Chief Operations & Transformation Officer, Business Services
Mark FitzPatrick	Senior Vice President & Chief Financial Officer, Residential Services
David Flessas	Senior Vice President, Network and Operations Support
Gregg Fujimoto	Senior Vice President, Marketing Communications
Paul Gilles	Senior Vice President, People Strategy and Compensation
Carole Hart	Senior Vice President, Media Enterprise Sales
Henry Hryckiewicz	Senior Vice President, Field Network Engineering Operations

* Section 16 Officer

Michelle Kim	Senior Vice President & Chief Counsel, Programming
Greg King	Senior Vice President & Chief Product & Strategy Officer, Business Services
Paul Lang	Senior Vice President & Chief Financial Officer, Business Services
Christian Lee	Senior Vice President, Mergers & Acquisitions
Rocco Laurenzano	Senior Vice President, Change Management
James Ludington	Senior Vice President, Technology Business Operations
Alan Lui	Senior Vice President, HR Centers of Expertise
James Manchester	Senior Vice President, Applications Operations
Gary Matz	Senior Vice President, State Government Relations
William F. Osbourn*	Senior Vice President & Controller
Jeffrey Painting	Senior Vice President & Chief Sales Officer, Business Services
Howard Pfeffer	Senior Vice President, Broadband Engineering & Technology
Deborah Piccolo	Senior Vice President, Technical Operations, Residential
Thomas Robey	Senior Vice President, Investor Relations
David Rone	Senior Vice President and President, TWC Sports, News and Local Programming
Andrew Rosenberg	Senior Vice President, Content Acquisition
Mike Roudi	Senior Vice President, Corporate Development
Mark Schichtel	Senior Vice President, Tax
Matthew Siegel	Senior Vice President & Treasurer
Matthew Stanek	Senior Vice President, Core, Metro and Regional Network Operations
Steven Teplitz	Senior Vice President, Government Relations
Chris VanName	Senior Vice President, Residential Sales Channels
Matthew Zelesko	Senior Vice President, Converged Technology Group
Jeffrey M. Zimmerman	Senior Vice President, Deputy General Counsel, Chief Counsel, Litigation, & Chief Ethics and Compliance Officer
Raj Kumar	Assistant Secretary
Susan A. Waxenberg	Assistant Secretary
Ellen Alderdice	Assistant Treasurer
Meredith Garwood	Assistant Treasurer

The Address for all Officers is: Time Warner Cable, Inc.
60 Columbus Circle
17th Floor
New York, NY 10023

EXHIBIT B

COMCAST CORPORATION CORPORATE OFFICERS LIST

as of 5/01/2014

Brian L. Roberts	Chairman of the Board of Directors, President & Chief Executive Officer
Michael J. Angelakis	Vice Chairman & Chief Financial Officer
Stephen B. Burke	Executive Vice President
David L. Cohen	Executive Vice President, Chief Diversity Officer & Assistant Secretary
Neil Smit	Executive Vice President
Alexander D. Evans	Executive Vice President – Global Corporate Development & Strategy
Amy L. Banse	Senior Vice President
Arthur R. Block	Senior Vice President, General Counsel & Secretary
William E. Dordelman	Senior Vice President & Treasurer
Lawrence J. Salva	Senior Vice President, Chief Accounting Officer & Controller
David A. Scott	Senior Vice President
Melissa A. Maxfield	Senior Vice President – Congressional & Federal Government Affairs
Jennifer Khoury-Newcomb	Senior Vice President – Corporate & Digital Communications
D’Arcy F. Rudnay	Senior Vice President – Corporate Communications & Chief Communications Officer
Robert S. Pick	Senior Vice President – Corporate Development
Cynthia K. Hook	Senior Vice President – Internal Audit & General Auditor
Jason S. Armstrong	Senior Vice President – Investor Relations
Lynn R. Charytan	Senior Vice President – Legal Regulatory Affairs
Kathryn A. Zachem	Senior Vice President – Regulatory & State Legislative Affairs
Kristine A. Dankenbrink	Senior Vice President – Taxation
Gerald J. Lewis, Jr.	Chief Privacy Officer
Jennifer L. Daley	Vice President & Assistant Treasurer
Jennifer Heller	Vice President & Chief Compliance Officer
James P. McCue	Vice President & Assistant Treasurer
Marc A. Rockford	Vice President & Senior Deputy General Counsel
Gary E. Rostick	Vice President
Justin B. Smith	Vice President & Chief Joint Venture Compliance Officer
Karen Dougherty Bucholz	Vice President – Administration
Charisse R. Lillie	Vice President – Community Investment
Gregg M. Goldstein	Vice President – Corporate Development
Joseph P. McGinley	Vice President – Corporate Development
Mark Noble	Vice President – Corporate Development
Keith T. Cheatham	Vice President – Corporate Real Estate & Insurance
Bret Perkins	Vice President – External & Government Affairs
Kevin P. O’Connor	Vice President – Federal Tax
Joseph F. DiTrollo	Vice President – Financial Operations
Leonard J. Gatti	Vice President – Financial Reporting
Rebecca Arbogast	Vice President – Global Public Policy
Sena Fitzmaurice	Vice President – Government Communications
Beth Arnholt	Vice President – Integrated Talent Management
James J. Finnegan	Vice President – Strategic Intellectual Property
Thomas J. Donnelly	Vice President – Taxation

The Address for all Officers is:

Comcast Corporation
One Comcast Center
Philadelphia, PA 19103

Pre-Transaction Structure – Arizona

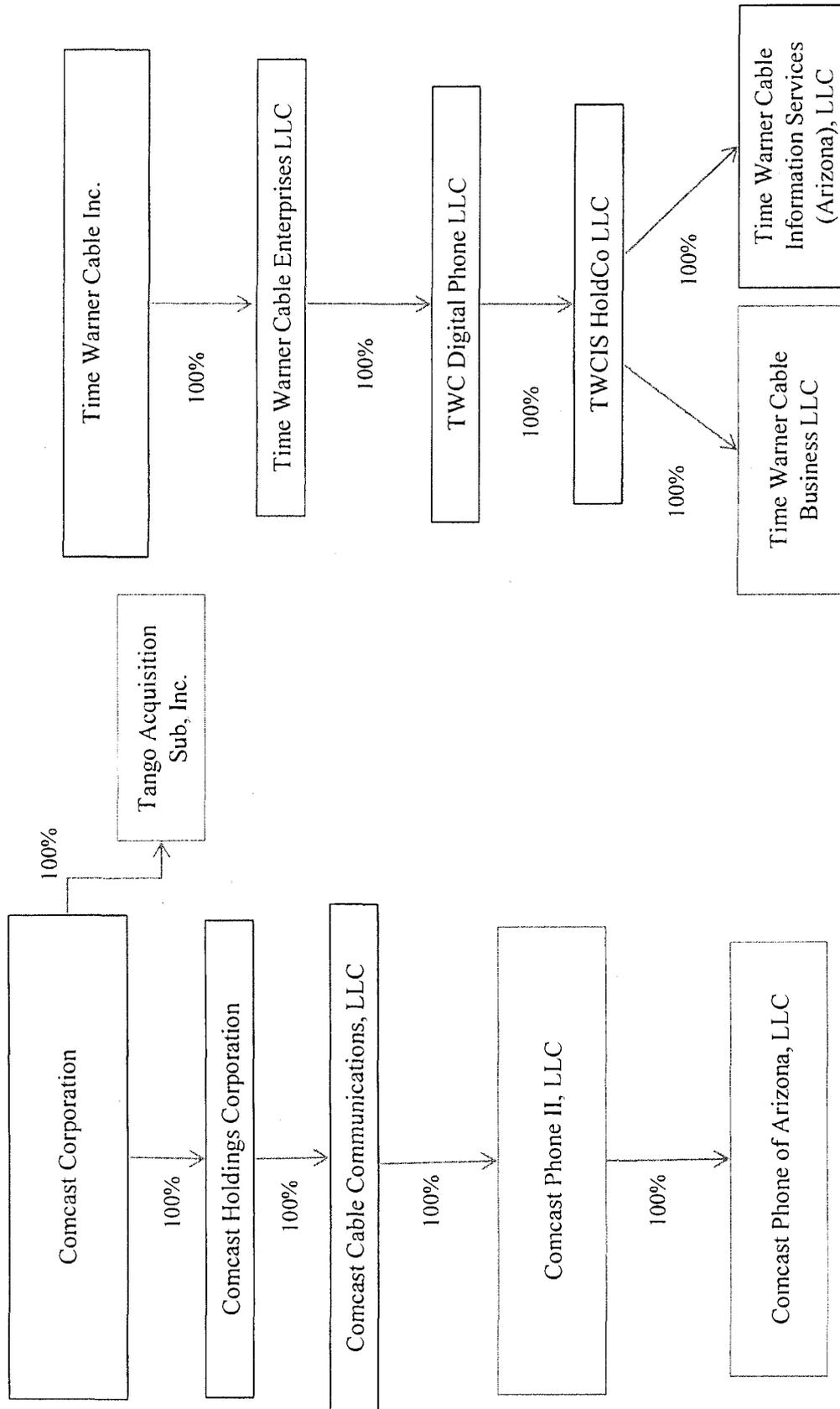


EXHIBIT C

Post-Transaction Structure - Arizona

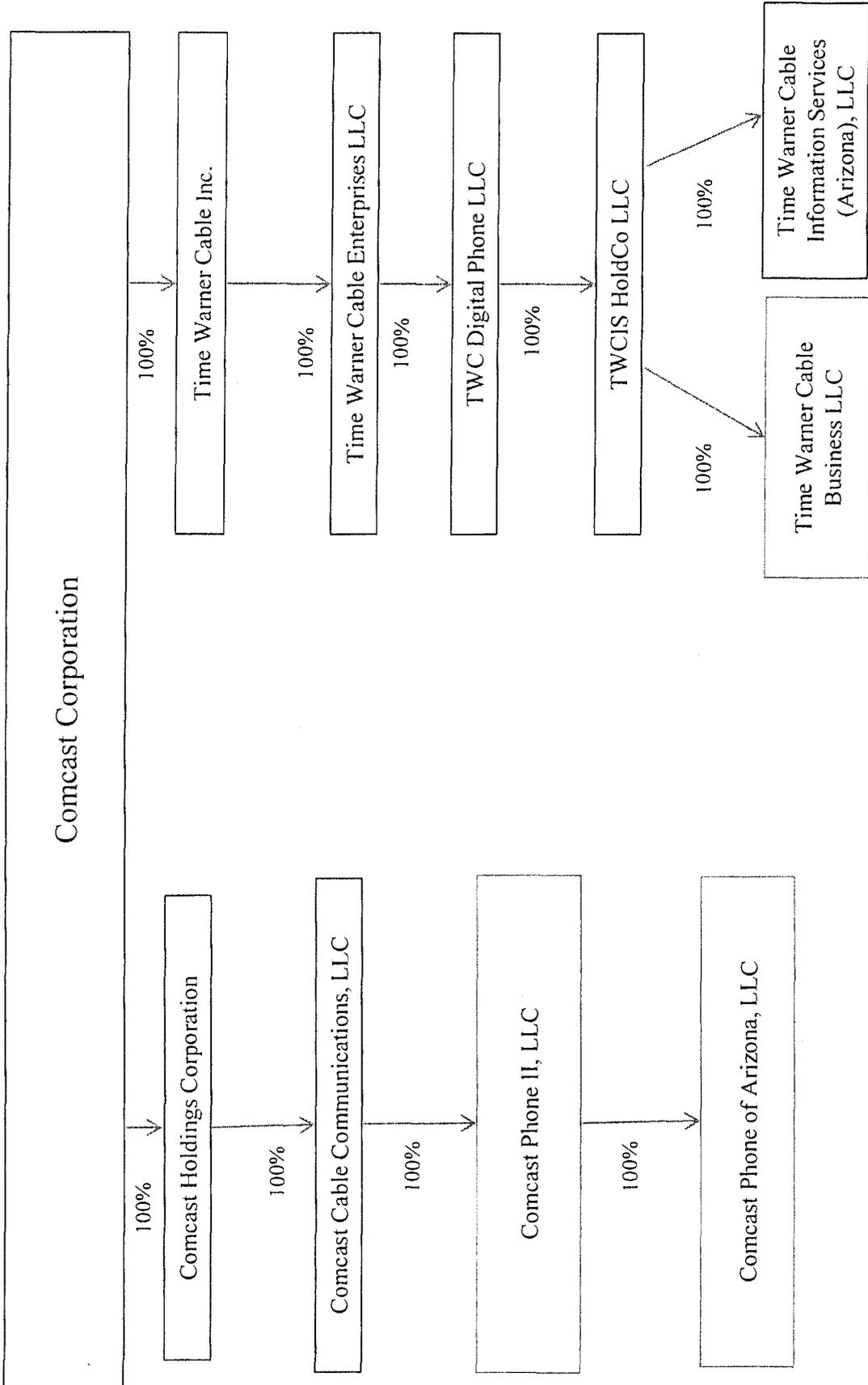


EXHIBIT 46



0000160940

NEW APPLICATION

ORIGINAL

Suite 800
1919 Pennsylvania Avenue N.W.
Washington, D.C. 20006-3401

KC Halm
202-973-4287 tel
202-973-4499 fax

RECEIVED

kchalm@dwt.com

2015 JUN -9 A 8:1

AZ CORP COMMISSION
DOCKET CONTROL

June 3, 2015

VIA OVERNIGHT MAIL

RECEIVED

Ernest Johnson, Executive Director
Arizona Corporation Commission
Utilities Division
1200 W. Washington Street
Phoenix, AZ 85007-2927

JUN 05 2015

ARIZONA CORP. COMMISSION
CORPORATIONS DIVISION

T-20613A-15-0190

Re: Notification of Indirect Change of Control of Mercury Voice and Data, LLC

Dear Mr. Johnson:

On behalf of Altice S.A., a Luxembourg Société Anonyme (“Altice”), and Cequel Corporation, a Delaware corporation (“Cequel”, and together with Altice the “Parties”) this letter is to advise the Arizona Corporation Commission (“Commission”) that the Parties have entered into a transaction (the “Transaction”) whereby Altice will acquire ultimate control of Cequel and its subsidiaries, including Mercury Voice and Data, LLC (“Mercury Voice”), the entity which is certificated to provide facilities-based local and interexchange services in Arizona. The Parties understand that Commission approval is not required for the Transaction, which is described below.

I. BACKGROUND INFORMATION

Mercury Voice was issued a CC&N by the Commission on February 3, 2010 (Decision No. 71480). As projected in its application for such authority, it had less than \$1 million in jurisdictional revenues in 2010. In the most recent fiscal year, 2014, it had less than \$10 million in jurisdictional revenues. No other telecommunications affiliates of Mercury Voice or Cequel currently provide telecommunications service in Arizona, thus they have no revenues in Arizona. Therefore, the Arizona Affiliated Interest Rules, A.A.C. R12-2-801 to R12-2-806, requiring utilities with greater than \$10 million in jurisdictional revenues to obtain prior approval for a change of control and/or an internal reorganization transaction do not apply in this matter. Because the change of control will occur at the parent company level no assets of the regulated utility will be sold, leased, encumbered, or otherwise disposed of by the utility. Therefore, A.R.S. §40-285 does not apply to this transaction. Additionally, because Mercury Voice and Cequel are foreign public service corporations whose physical facilities are used in providing communications services in interstate commerce, the stock transfer is exempt from Commission approval under A.R.S. § 40-301(D).

Arizona Corporation Commission

DOCKETED

JUN 09 2015

DWT 26902958v6 0102655-000099

APP0850

DOCKETED BY	BTU
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Mr. Ernest Johnson

June 3, 2015

Page 2

The Transaction will not cause any change in the direct ownership or legal structure of Mercury Voice, nor will it affect the company's daily management or operations. Further, Mercury Voice will continue to provide high-quality communications services to its customers without interruption, and there are no existing plans to discontinue any service or to implement any changes in rates, terms, or conditions in connection with the Transaction. Accordingly, the CC&N will continue to be utilized to provide service under existing terms and conditions even though the ultimate ownership and control will change after the Transaction is consummated. This letter is filed for informational purposes only to ensure the continuing accuracy of the Commission's records.

In furtherance of this notice, the Parties provide the following information:

II. THE PARTIES

A. Mercury Voice

Mercury Voice is a U.S. entity formed under the laws of Delaware, as a limited liability company, with principal offices at 520 Maryville Centre Drive, Suite 300, St. Louis, Missouri 63141. Mercury Voice is a wholly-owned subsidiary of Cequel Holdings, which owns and controls 100% of the issued and outstanding equity ownership interests of Mercury Voice. In Arizona, Mercury Voice is authorized to provide resold and facilities-based local exchange and resold and facilities-based long distance telecommunications services pursuant to authority granted by this Commission in Decision No. 71480, issued in Docket No. T-20613A-08-0420 on February 3, 2010. Mercury Voice is also authorized by the Federal Communications Commission ("FCC") to provide interstate telecommunications services as a non-dominant carrier. Mercury Voice has a \$225,000 performance bond on file with the Commission. Mercury Voice provides telecommunications services solely to business customers.

B. Cequel Corporation

Cequel is a U.S. entity formed under the laws of Delaware, as a limited liability company, with principal offices at 520 Maryville Centre Drive, Suite 300, St. Louis, Missouri 63131. Cequel owns and operates a multi-service communications business which provides cable television, broadband Internet access, and Voice over Internet Protocol ("VoIP") services to residential and commercial subscribers.

C. Altice S.A.

Altice S.A. is a publicly traded holding company that, through its subsidiaries, operates as a provider of fixed and mobile telephony, cable and broadband services in a range of markets throughout the world, including in Western Europe (France, Belgium, Luxembourg, Portugal and Switzerland), Israel, the French Caribbean and Indian Ocean regions, and the Dominican Republic. Altice is widely recognized for its technical, managerial and operational expertise in bringing innovative services to market and for operating in highly competitive environments.

Mr. Ernest Johnson
June 3, 2015
Page 3

Neither Altice nor its subsidiaries currently holds any Commission authorizations. The acquisition of Cequel will mark Altice's entry into the U.S. market.

III. DESIGNATED CONTACTS

The designated contacts for all correspondence, notices, inquiries, and orders in relation to this notice are:

For Mercury Voice and Cequel:

Craig L. Rosenthal
Dennis D. Moffit
Cequel Corporation
520 Maryville Centre Drive
Suite 300
St. Louis, MO 63141
Tel: (314) 315-9400
Email: craig.rosenthal@suddenlink.com
dennis.moffit@suddenlink.com

For Altice S.A.

Mace Rosenstein
Yaron Dori
Michael Beder
Covington & Burling LLP
One CityCenter
850 Tenth Street, N.W.
Washington, DC 20001
Tel: (202) 662-6000
E-mail: mrosenstein@cov.com
ydori@cov.com
mbeder@cov.com

with copies to:

K.C. Halm
Adam Shoemaker
Davis Wright Tremaine LLP
1919 Pennsylvania Avenue, N.W.
Suite 800
Washington, DC 20006
kchalm@dwt.com
adamshoemaker@dwt.com
Tel: (202) 973-4200

IV. DESCRIPTION OF THE TRANSACTION

In its simplest form as it pertains to this Notice, the Transaction will result in Altice acquiring a 70% controlling interest in Mercury Voice (among other Cequel subsidiaries) with the remaining 30% interest held by Cequel's current shareholders. Mercury Voice will otherwise continue to operate under its current name under its current Commission authority and otherwise provide the same services, rates, terms and conditions to its customer base upon the transfer.

More particularly, on May 19, 2015, Cequel and Altice entered into a Purchase and Sale Agreement ("Agreement"), pursuant to which Altice will acquire at least 70 percent of the share capital of Cequel. Prior to consummation, Altice will form a new indirect wholly owned

subsidiary, BidCo US¹, a Delaware corporation directly wholly owned by Altice U.S. Holding II S.à r.l. ("Altice US II"). Upon completion of the proposed Transaction, BidCo US will hold approximately 45% of Cequel's shares acquired from Cequel's current owners in exchange for cash. At consummation, BidCo US will merge with and into Cequel, with Cequel surviving and converting equity interests in BidCo US into common shares of Cequel. In addition, upon completion of the proposed Transaction, Altice US Holding I S.à r.l. ("Altice US I"), a Luxembourg private limited liability company indirectly wholly owned by Altice, will hold approximately 25% of Cequel's shares acquired from Cequel's current owners in exchange for cash. Altice US I wholly owns Altice US II and expects to contribute its equity interests in Cequel to Altice US II shortly after the Transaction is completed. The end result will be, as noted above, that Altice will indirectly hold 70 percent of Cequel's equity, with existing shareholders of Cequel retaining 30 percent of the post-Transaction Cequel. Existing shareholder CPPIB-Suddenlink LP will hold 11.8 percent of Cequel, and BC Partners Group, also existing shareholders, collectively will hold 18.2 percent of Cequel.

V. PUBLIC INTEREST CONSIDERATIONS

The proposed Transaction will serve the public interest. Cequel, doing business as Suddenlink, has a demonstrated record of success as a leader in the provision of high-quality video, broadband, telephony services to residential and/or business customers in seventeen states. Altice, for its part, is a leading provider of communications services (cable television, high-speed broadband Internet and fixed-line telephony) in Western Europe, Israel, the French Overseas Territories and other regions that is committed to network investment and service innovation in its markets. The proposed Transaction will afford Cequel access to Altice's operational expertise, scale and capital resources, which will enable Cequel to accelerate network investment while maintaining a superior level of reliability and customer support. In short, the proposed Transaction will enable Cequel, including Mercury Voice, to continue to develop as a stronger competitor.

Although the proposed Transaction will constitute Altice's first investment in the U.S. market, Altice already has considerable experience as an owner of existing video, telephony, and broadband service providers that will enable it to contribute global strategic insights to Cequel's current and future operations. Indeed, Altice has a demonstrated history of investing in existing video, telephony and broadband service providers and making strategic investments that enhance their value proposition for consumers. In some cases this has manifested itself through investments in network infrastructure, which has resulted in higher broadband speeds for subscribers. In other cases, this has manifested itself through accelerations in existing planned network investment and deployment, bringing improved services to market faster. And in still other cases, it has resulted in the expansion of service offerings, thereby expanding consumer choices and enhancing competition.

Because Altice is deeply involved in the operations of service providers across multiple jurisdictions, it has been able to import its experience from one jurisdiction into another,

¹ This entity may take a different name when formed.

injecting vitality, innovation and a “new way of thinking” into different markets. For instance, in some of its operating companies, Altice has taken steps to migrate legacy information technology systems to newer platforms, resulting in operational efficiencies and overall improvements to the customer experience. In other cases, Altice has enhanced the customer experience by focusing on the deployment of improved set top boxes that can enable consumers to navigate its panoply of service offerings with greater speed and efficiency. Altice and its operating affiliates also have taken steps in the past to simplify and improve their product offerings so that consumers have a clearer understanding of what they are purchasing and the differences in price points for various service options. The Parties anticipate that Altice will bring these experiences to the U.S. market to enhance the overall operations of Cequel. Again, Altice has no existing interest in any United States communications entity, and thus Altice’s investment in Cequel will serve to bolster domestic voice, video, and broadband competition.

Cequel and Mercury Voice, for their part, will continue to be operated by highly experienced, well-qualified management, operational and technical personnel. But at the same time, Cequel and its subsidiaries will have access to the operational and managerial resources of Altice. Post-Transaction management will be able to share best practices and draw upon the substantial combined experience of their respective management teams. Following consummation of the Transaction, Cequel will continue to offer competitive and innovative products at the same rates and on the same terms and conditions as currently provided (subject to future changes pursuant to applicable law and contract provisions), with improvements introduced over time. The Transaction is not expected to result in the discontinuance, reduction, loss or impairment of service to any customer. Indeed, the proposed transfer will not diminish competition in the state in any way or otherwise reduce the number of market participants. Thus, the Transaction will ensure that Mercury Voice is well-placed to continue to offer competitive telecommunications services with the additional resources and support available from Altice.

Respectfully submitted,

Mace Rosenstein
Yaron Dori
Michael Beder
Covington & Burling LLP
One CityCenter
850 Tenth Street, N.W.
Washington, DC 20001
Tel: (202) 662-6000
E-mail: mrosenstein@cov.com
ydori@cov.com
mbeder@cov.com

Counsel for Altice S.A.



K.C. Halm
Adam Shoemaker
Davis Wright Tremaine LLP
1919 Pennsylvania Avenue, N.W.
Suite 800
Washington, DC 20006
kchalm@dwt.com
adamshoemaker@dwt.com
Tel: (202) 973-4200

Counsel for Mercury Voice and Data, LLC

Mr. Ernest Johnson
June 3, 2015
Page 6

ORIGINAL + 13 copies of the foregoing filed this 3 day of June, 2015, with:

Docket Control
Arizona Corporation Commission
1200 West Washington Street
Phoenix, Arizona, 85007
By *Ali Lee*

EXHIBIT 47

CITY OF FLAGSTAFF STAFF SUMMARY REPORT



To: The Honorable Mayor and Council
From: Kimberly Ott, Assistant to the City Manager for Communications
Date: February 2, 2011
Meeting Date: February 15, 2011

TITLE: Consideration and adoption of Resolution No. 2011-07 approving the transfer of control of the Cable Television License from NPG Cable, Inc. to Suddenlink.

RECOMMENDED ACTION: Read Resolution 2011-07 by title only and adopt

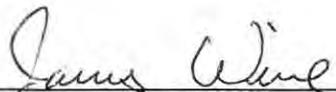
ACTION SUMMARY:

- Policy Decision or Reason for Action:

Flagstaff City Code and the Cable License Agreement between the City and NPG Cable Inc. requires prior consent of the City for the Cable Television License transfer of control to Suddenlink.

- Decision Points:
 - No subsidiary decision points

- Financial Impact:
 - No costs to the City are associated with this transfer request. The license agreement provides for a quarterly fee to the City General Fund equal to five percent of Gross Revenues.
- Connection to Council Goal: Effective governance
 - Staff has reviewed Suddenlink's legal, technical and financial qualifications to adhere to the existing cable license agreement and; Council held a public hearing to provide an opportunity for interested Flagstaff residents to share their opinions on the Cable License Transfer request.
- Options:
 - Option A: Adopt the Resolution as presented.
 - Option B: Direct staff to provide additional information or modify the resolution
 - Option C: Do not adopt the resolution.
- Has there been a previous Council decision on this topic?: Not on the specific transfer request.



 Division Director (Acknowledgment that all reviews have been completed and required approvals initialed below.)

ADDITIONAL INFORMATION:

Background/History: The Cable License Agreement between the City of Flagstaff and NPG Cable, Inc. (approved February 5, 2007) requires prior written consent of the City to any License Transfer: Suddenlink is in the process of purchasing NPG Cable, Inc. and, as a prerequisite to the sale, both parties are asking the City to consent to the transfer of the cable license from NPG Cable, Inc. to Suddenlink.

Key Considerations: NPG Cable, Inc. and Suddenlink have submitted a written request seeking City Council's consent to the change of control of the cable license in conjunction with Suddenlink's purchase of NPG Cable, Inc. along with a copy of Federal Communications Commission Form 394 (required by the FCC for sale and license transfer). The Flagstaff City Attorney's Office has reviewed the documents submitted by the parties and finds that they are in order, collectively meet the requirements contained in Flagstaff City Code Section 3-09-002-0004, Cable License Transfer Application, and includes the written confirmation required by Section 3-09-001-0009(B) that Suddenlink will abide by and accept all the terms of the original cable license agreement.

Community Benefits and Considerations: Adopting the Resolution for the transfer of control of the Cable License ensures that Suddenlink will abide by and accept all terms of the Cable License agreement negotiated between the City and NPG cable, Inc. and approved in 2007.

Community Involvement: City Council held a Public Hearing on the Cable License Transfer on February 1, 2011. The Public Hearing was advertised in the Arizona Daily Sun . The Daily Sun also published a story about the pending purchase of NPG Cable, Inc. by Suddenlink.

Financial Implications: No additional financial implications for the Council to consider beyond what was stated in the Action Summary.

Options and Alternatives: Three options are proposed in the Action Summary.

Attachments:

- Resolution approving the Transfer of Control of Cable Television License from NPG to Suddenlink
- A letter from Suddenlink agreeing to abide by and accepting all terms of the License.
- A brief description of Suddenlink's experience in Cable Systems ownership, construction and operation.
- Written request for City of Flagstaff approval of the Transfer of Control of the License

Federal Communications Form 394 is available to the public and the Council in the City Clerk's office. It was placed on file for public review in December 2010.

INITIALS	RESPONSIBILITY	DATE	INITIALS	RESPONSIBILITY	DATE
_____	BIDS/PURCHASES	_____	_____	FINANCE/BUDGET	_____
_____	GRANTS	_____	_____	CONTRACTS	_____
JAS	LEGAL	2/2/11	_____	IGAS	_____

DATE OF COUNCIL APPROVAL: _____

RESOLUTION NO. 2011-07

A RESOLUTION OF THE MAYOR AND CITY COUNCIL OF THE CITY OF FLAGSTAFF, ARIZONA, APPROVING THE TRANSFER OF CONTROL OF THE CABLE TELEVISION LICENSE.

WHEREAS, NPG Cable, Inc. ("Licensee") owns, operates, and maintains a cable television system within the city limits pursuant to the Cable License Agreement between the City of Flagstaff and NPG Cable, Inc. dated February 5, 2007 (the "License"); and

WHEREAS, the License between the Licensee and the City provides that the License shall not be assigned or any of the rights contained therein transferred without the prior written consent of the City; and

WHEREAS, News-Press & Gazette Company ("NPG"), the parent company of Licensee, has entered into a Stock Purchase Agreement with Cequel Communications, LLC d/b/a Suddenlink ("Suddenlink") pursuant to which, among other things, NPG proposes to sell to Suddenlink all of the issued and outstanding capital stock of the Licensee (the "Transaction"); and

WHEREAS, effective as of the date of the closing of the Transaction, Suddenlink intends to convert, by way of merger into a wholly owned subsidiary of Suddenlink, NPG Cable, Inc. from a corporation to a limited liability company named NPG Cable, LLC d/b/a Suddenlink Communications which will be the holder of the License (the "Conversion"); and

WHEREAS, in connection with the Transaction, NPG and Suddenlink have submitted a written request, as well as a copy of Federal Communications Commission Form 394, seeking the City's consent to both the change of control of the License from Licensee to Suddenlink and the Conversion as it relates to the License, FCC Form 394 being maintained in the records of the City Clerk; and

WHEREAS, Suddenlink has certified that NPG Cable, LLC d/b/a Suddenlink Communication shall comply with all provisions of the License if the transfer of control is granted; and

WHEREAS, the City has examined the documents submitted by the parties, reviewed the legal, financial and technical qualifications of Suddenlink, followed all required procedures to consider and act on the change of control of the License and the Conversion as it relates to the License, and considered the comments of all interested parties at a public hearing; and

WHEREAS, in reliance of the submitted documents and the certification of Suddenlink, the City Council finds that it is in the best interests of the citizens of Flagstaff currently serviced under the terms and conditions of the License to consent to the change of control of the License and the Conversion as it relates to the License;

NOW, THEREFORE, BE IT RESOLVED BY THE COUNCIL OF THE CITY OF FLAGSTAFF AS FOLLOWS:

SECTION 1. Each of the recitals set forth above are incorporated as though fully set forth herein.

SECTION 2. That the City of Flagstaff hereby consents to the change of control of the License in connection with the Transaction and the Conversion as it relates to the License, subject to continued compliance with the terms and conditions of the License and applicable law.

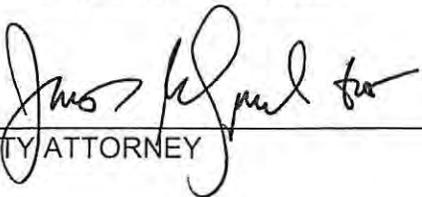
PASSED AND ADOPTED by the City Council and approved by the Mayor of the City of Flagstaff this _____ day of _____, 2011.

MAYOR

ATTEST:

CITY CLERK

APPROVED AS TO FORM:



CITY ATTORNEY

December 28, 2010

City of Flagstaff
Attn: Kevin Burke, City Manager
211 West Aspen
Flagstaff, AZ 86001

Re: NPG Cable, Inc. Cable Television License Transfer

Dear Mr. Burke,

On behalf of Cequel Communications, LLC and its subsidiary NPG Cable, LLC d/b/a Suddenlink Communications ("Suddenlink"), I accept the terms, conditions, and obligations of the 2007 Cable License Renewal Agreement ("License") between the City of Flagstaff and NPG Cable, Inc. Further, I have read the License and affirm that Suddenlink will abide by the terms of the License.

We look forward to serving the residents of Flagstaff. Please feel free to contact me with any questions.

Sincerely,

Michael J. Zarrilli
Vice President
Government Relations
& Senior Counsel

4 APP0861

Suddenlink is managed by Cequel III, LLC (“Cequel III”) pursuant to a management agreement. Cequel III was founded in January 2002 by Mr. Jerald L. Kent (President and CEO), Mr. Howard L. Wood (Chairman) and Mr. Daniel G. Bergstein. Cequel III was established to acquire and manage growth-oriented companies in the telecommunications and cable industry.

Messrs. Kent and Wood began their careers as financial consultants, and then took top management roles at Cencom Cable Associates (“Cencom”). They built Cencom into a top-20 cable operation before it was acquired by Hallmark’s Crown Cable in 1991 for an estimated \$1 billion. Two years later they started Charter Communications Inc. with 5 employees, piecing together cable systems until they hit 1.3 million subscribers, which were subsequently sold to Mr. Paul Allen, co-founder of Microsoft Corporation in 1998 for \$4.5 billion. Mr. Kent remained President and CEO of Charter Communications and grew the business into the fourth largest publicly traded broadband communications company in the country.

Today, Cequel III manages cable systems in more than 16 states under the Suddenlink Communications name. Suddenlink is among the 10 largest cable broadband companies in the United States, supporting the information, communication and entertainment demands of approximately 1.3 million residential customers and thousands of commercial customers in Arkansas, Louisiana, North Carolina, Oklahoma, Texas, West Virginia, and elsewhere.

We believe that the substantial cable television system operation, management and technical experience of Cequel III and Suddenlink Communications will ensure that cable customers in your community will continue to receive the best possible cable service.

In particular, this management team fully understands that providing a quality product and good customer service must be accomplished locally. Your cable system will continue to be managed by experienced and qualified personnel at the local level. We fully expect the key office and technical staff who are now responsible for the management and operations of your cable system will continue their responsibilities.



NPG Cable, Inc.

Corporate Office

102 N. Woodbine Rd.
PO Box 8069
St. Joseph, MO 64508
Phone 816-279-1234
Fax 816-279-8773

December 3, 2010

BY OVERNIGHT MAIL

City of Flagstaff
Attn: Kevin Burke, City Manager
211 West Aspen
Flagstaff, AZ 86001

Dear Mr. Burke:

We are writing to notify you that News-Press & Gazette Company, the parent of NPG Cable, Inc. (“NPG” or “Franchisee”), the holder of a cable franchise to serve your community (the “Franchise”), has entered into a Stock Purchase Agreement (the “Agreement”) with Cequel Communications, LLC d/b/a Suddenlink Communications (“Suddenlink”) to sell to Suddenlink all of the issued and outstanding capital stock of Franchisee (the “Transaction”).

Suddenlink is very excited about the acquisition of NPG and looks forward to serving your community. Suddenlink is headquartered in St. Louis, Missouri and currently provides cable service to more than 1.25 million customers across the nation. The company is headed by seasoned cable communications professionals who bring many years of solid experience and top quality service to the communities they serve. NPG and Suddenlink are confident that this transaction represents a substantial benefit to customers in your community. Suddenlink will provide a solid foundation of service excellence for video, Internet, and phone services. For more information on Suddenlink, please refer to Suddenlink’s website at www.suddenlink.com or www.suddenlink.net.

The purpose of this letter is to request your consent, should you conclude that your consent is required under the Franchise, to the change of control of the Franchise in connection with the Transaction and the conversion of NPG (as described below) as it relates to the Franchise, effective as of the closing of the Transaction (the “Closing”), which we expect to occur in the first quarter of 2011. Immediately after the Closing, Suddenlink intends to convert NPG from a corporation to a limited liability company named NPG Cable, LLC d/b/a Suddenlink Communications which will be the holder of the Franchise. Suddenlink intends to effect the conversion by way of merger of NPG into a wholly owned subsidiary of Suddenlink.

If you conclude that your consent to the foregoing transactions is required by the Franchise, we would appreciate your consideration and prompt adoption of the enclosed resolution.

*St. Joseph, Savannah, Country Club Village, Union Star, Agency, Easton, MO
Bullhead City, Flagstaff, Sedona, Kingman, Lake Havasu City, Parker, Payson, AZ
Blythe, Mammoth Lakes, CA*

APP0863

December 3, 2010

Page 2

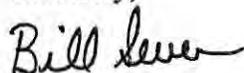
Also submitted herewith please find the required copies of the Federal Communications Commission Form 394 "Application for Franchise Authority Consent to Assignment or Transfer of Control of Cable Television Franchise," whereby we are requesting your approval of the change of control of the Franchise in connection with the Transaction and the conversion of NPG (as described above) as it relates to the Franchise, in the event you conclude your approval is necessary. The FCC Form 394 with supporting exhibits and documents provides you with the pertinent information about the Transaction and the companies involved. We ask that you review and adopt the attached resolution consenting to the foregoing matters at your earliest possible convenience and return a copy to the following address:

Mr. Michael Zarrilli
Suddenlink Communications
12444 Powerscourt Drive, Suite 140
St. Louis, MO 63131

Suddenlink and NPG will cooperate fully in responding promptly to any questions that you may have concerning the FCC Form 394.

Thank you for your consideration. We greatly appreciate your assistance in this matter, and we look forward to working with you. Please feel free to contact me at (816) 273-0224, or by e-mail at bsevern@npgco.com or if you have any questions for Suddenlink, please feel free to contact Michael Zarrilli at (314) 315-9337, or by e-mail at michael.zarrilli@suddenlink.com with any questions or if you need additional information.

Sincerely,



Bill Severn
Chief Operating Officer

cc: Michael Zarrilli

EXHIBIT 48

COMMISSIONERS
SUSAN BITTER SMITH – Chairman
BOB STUMP
BOB BURNS
DOUG LITTLE
TOM FORESE



JODI JERICH
Executive Director

ARIZONA CORPORATION COMMISSION

November 25, 2015

Via Email/Hand Delivery

Mr. Brunn Roysden
Assistant Attorney General
Office of the Arizona Attorney General
Civil Litigation Division
1275 West Washington Street
Phoenix, Arizona 85007-2926

Re: November 5, 2015 Public Records Request

Dear Mr. Roysden:

This letter and its attachments are provided by the Arizona Corporation Commission (“ACC” or “Commission”) as supplements to our earlier response to your November 5, 2015 public records request.

The attached documents include filings made by the identified Entities pursuant to R14-2-805 entitled “Annual Filing Requirements of Diversification Activities and Plans.” These reports are confidential under R14-2-802(B) and have been redacted so that only the date, title and description of the filing remain. As we stated in our initial response, if your Office would like to see any of the redacted information, the Legal Division will contact the companies in order to explore potential waivers.

Please call me if you would like to discuss this supplemental response or if you have any questions. My contact telephone number is 602-542-6029.

Sincerely,

A handwritten signature in black ink that reads "Janice Alward".

Janice Alward
Chief Counsel, Legal Division

RECEIVED

November 17, 2015

NOV 17 2015

AZ CORP COMM
Director Utilities

Mr. Brian Bozzo
Compliance Director
Compliance Section – Utilities Division
Arizona Corporation Commission
1200 West Washington Street
Phoenix, AR 85007

RE: **Mercury Voice & Data, LLC, d/b/a Suddenlink Communications T-20613A**
2013 Annual Filing Regarding Diversification Activities and Plans, R14-2-805.

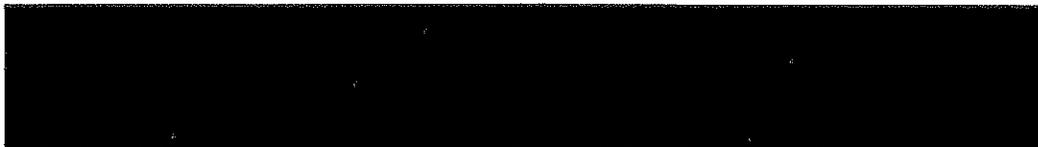
Dear Mr. Bozzo:

Enclosed for filing is the annual description of diversification plans of Mercury Voice & Data, LLC d/b/a Suddenlink Communications (“Mercury Voice & Data, LLC”) for the year ending December 31, 2012.

1. *The name, home office location and description of Public utility affiliates with whom transactions occurred during the prior year, including any new activities not previously reported.* Redacted as confidential



2. *A brief description of the business activities conducted by the utility's affiliates with whom transactions occurred during the prior year, including any new activities not previously reported.* Redacted as confidential



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NOV 17 2015
AZ CORP COMM
Director Utilities

APP0867

3. *A brief description of plans of the utility's subsidiaries to modify or change business activities, enter into new business ventures or to acquire, merge or otherwise establish a new business entity.* Redacted as confidential

[REDACTED]

4. *A description of plans for the utility's subsidiaries to modify or change business activities, enter into new business ventures or to acquire, merge or otherwise establish a new business entity.* Redacted as confidential

[REDACTED]

Redacted as confidential

5. *Copies of the most recent financial statements of each of the utility's subsidiaries:*

[REDACTED]

Redacted as confidential

6. *An assessment of the effect of current and planned affiliated activities on the public utility's capital structure and the public utility's ability to attract capital at fair and reasonable rates.* Redacted as confidential

[REDACTED]

7. *The bases upon which the public holding company allocates plant, revenue and expenses to affiliates and the amounts involved; an explanation of the factors; the reasons supporting that methodology and the reasons supporting the allocation.* Redacted as confidential

[REDACTED]

8. Provide an explanation of the manner in which the utility's capital structure, cost of capital and *ability* to raise capital at reasonable rates have been affected by the organization or reorganization of the public utility holding company.

[REDACTED]

Redacted as confidential

9. The dollar amount *transferred* between the utility and each affiliate during the annual period, and the purpose of each transfer. Redacted as confidential



10. Provide details on contracts or agreements to receive, or provide management, engineering, accounting, legal, financial or other similar service between a public utility and an *affiliate*. Redacted as confidential



11. Provide details on contracts or agreements to purchase or sell goods or real property between a public utility and an *affiliate*. Redacted as confidential



12. Provide details on contracts or agreements to lease goods or real property between a public utility and an *affiliate*. Redacted as confidential



If you have any questions regarding this report, please contact me at 314-315-9358 or contact our local counsel in Arizona, Joan Burke at 602-535-0396.

November 17, 2015

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NOV 17 2015

AZ CORP COMM
Director Utilities

Mr. Brian Bozzo
Compliance Director
Compliance Section – Utilities Division
Arizona Corporation Commission
1200 West Washington Street
Phoenix, AR 85007

**RE: Mercury Voice & Data, LLC, d/b/a Suddenlink Communications T-20613A
2014 Annual Filing Regarding Diversification Activities and Plans, R14-2-805.**

Dear Mr. Bozzo:

Enclosed for filing is the annual description of diversification plans of Mercury Voice & Data, LLC d/b/a Suddenlink Communications (“Mercury Voice & Data, LLC”) for the year ending December 31, 2013.

- 1. The name, home office location and description of Public utility affiliates with whom transactions occurred during the prior year, including any new activities not previously reported. Redacted as confidential*



- 2. A brief description of the business activities conducted by the utility's affiliates with whom transactions occurred during the prior year, including any new activities not previously reported. Redacted as confidential*



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AZ CORP COMM
Director Utilities

APP0870

3. *A brief description of plans of the utility's subsidiaries to modify or change business activities, enter into new business ventures or to acquire, merge or otherwise establish a new business entity.* Redacted as confidential



4. *A description of plans for the utility's subsidiaries to modify or change business activities, enter into new business ventures or to acquire, merge or otherwise establish a new business entity.* Redacted as confidential



5. *Copies of the most recent financial statements of each of the utility's subsidiaries:*



Redacted as confidential

6. *An assessment of the effect of current and planned affiliated activities on the public utility's capital structure and the public utility's ability to attract capital at fair and reasonable rates.* Redacted as confidential



7. *The bases upon which the public holding company allocates plant, revenue and expenses to affiliates and the amounts involved; an explanation of the factors; the reasons supporting that methodology and the reasons supporting the allocation.* Redacted as



8. Provide an explanation of the manner in which the utility's capital structure, cost of capital and *ability* to raise capital at reasonable rates have been affected by the organization or reorganization of the public utility holding company.



Redacted as confidential

9. The dollar amount *transferred* between the utility and each affiliate during the annual period, and the purpose of each transfer. Redacted as confidential



10. Provide details on contracts or agreements to receive, or provide management, engineering, accounting, legal, financial or other similar service between a public utility and an *affiliate*. Redacted as confidential

[REDACTED]

11. Provide details on contracts or agreements to purchase or sell goods or real property between a public utility and an *affiliate*. Redacted as confidential

[REDACTED]

12. Provide details on contracts or agreements to lease goods or real property between a public utility and an *affiliate*. Redacted as confidential

[REDACTED]

If you have any questions regarding this report, please contact me at 314-315-9358 or contact our local counsel in Arizona, Joan Burke at 602-535-0396.

EXHIBIT 49



Arizona Corporation Commission



Tom Forese
Commissioner



Doug Little
Commissioner



Susan Bitter Smith
Chairman



Bob Stump
Commissioner



Bob Burns
Commissioner

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[Request for Proposals](#)

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Phoenix Office

Arizona Corporation Commission
1200 W. Washington St.
Phoenix, AZ 85007
(602) 542-4251
(800) 222-7000

Utilities Division **Thomas M. Broderick - Director**

Tucson Office

Arizona Corporation Commission
400 W. Congress, Ste. 218
Tucson, AZ 85701
(520) 628-6550
(800) 535-0148

[Electric](#) [Gas](#) [Telephone](#) [Water / Sewer](#) [Consumer Services](#)

Consumer Complaint Process

What problems can the Utilities Division help me with?

Our Consumer Services Staff can investigate your inquiry or dispute if it concerns:

- Rates or charges
- Installations or disconnections (proposed or recent)
- Responsibility for a bill
- A request for a deposit
- Refusal of service by a utility
- The quality and type of utility service
- A utility's policies and procedures

Our Consumer Services Staff cannot help with inquiries or disputes concerning:

- Merchandise sold to you by a public utility
- Complaints against landlords/property owners concerning high bills or disconnection of service
- Complaints concerning bottled propane and/or oil companies
- Complaints regarding municipally-owned utilities and Districts
- Complaints related to cable television or satellite TV service
- Complaints related to internet service or providers

Consumer Complaint Process

You should always contact the utility first to see if they can help solve your problem. We cannot initiate a complaint on your behalf because we are not the account holder. However, once you have attempted to resolve the issue directly, we will contact the utility to see if we can find a solution to your problem. We welcome your calls and will do our best to assist you.

Complaints can be submitted by telephone, letter, e-mail or in person. Depending on the complexity of the complaint, you may be required to submit a written summary of your dispute and provide supporting documents.

Step-by-Step Complaint Process

The First Step: If you have a complaint about a regulated utility, and have already attempted to resolve the issue with the utility, Consumer Services staff may be able to assist you.

You can also fill out the form below and mail or e-mail it to the Arizona Corporation Commission and a representative from our Consumer Services Section will contact you. They will also contact the utility for their perspective on the complaint. Current rules allow the utility 5 business days to respond to the Commission. Certain circumstances require expedited handling and the Consumer Services staff will know if this applies to

APP0874

your complaint. To file a complaint fill out the Consumer Complaint Form by clicking the form button below. This form contains the basic information we will need to begin assisting you. Please be as complete as possible in the space provided and mail or email the form to us.

If That Doesn't Work: If after filing an informal complaint you and the company have failed to reach an agreement, you and the utility may agree to mediate the issue before a representative of the Commission. At mediation you and the utility will present your respective views and proposed remedies for the problem. The representative will offer a non-binding decision reflecting what he or she believes is a fair resolution of the problem based in the information provided.

Filing a Formal Complaint: If a mediation is not agreed upon by both parties, or the mediation process does not provide a suitable resolution, the informal complaint may be escalated to a formal complaint. At the formal complaint level, the proceedings are much like a court case. You open your formal complaint by filing a detailed, written description of your dispute, what you have done to address the issues so far, the specific Commission rules or administrative codes you believe were violated and the specific resolution you are seeking. A formal complaint package containing all necessary forms and information will be provided.

You and the utility will testify in front of an administrative law judge. You should understand that the party filing the complaint bears the legal burden of proving its case. The judge will then prepare a recommended Opinion and Order for the Commissioners to review. Copies will be provided to you and the utility. The Commissioners will make a final decision on your case during a public open meeting.

How to Contact Us: To request help from the Arizona Corporation Commission, please call us at the numbers below between the hours of 8:00 a.m. and 5:00 p.m.

Within Metro Phoenix: 602-542-4251

Within Metro Tucson: 520-628-6550

Outside the Metro Phoenix or Tucson areas, but within Arizona, call toll free

1-800-222-7000 connects you to the Phoenix Office and

1-800-535-0148 connects you to the Tucson Office

Public Comments

Quick Launch...



EXHIBIT 50



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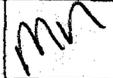
BEFORE THE ARIZONA CORPORATION COMMISSION

MIKE GLEASON
Chairman
WILLIAM A. MUNDELL
Commissioner
JEFF HATCH-MILLER
Commissioner
KRISTIN K. MAYES
Commissioner
GARY PIERCE
Commissioner

Arizona Corporation Commission

DOCKETED

SEP - 3 2008

DOCKETED BY 

IN THE MATTER OF THE APPLICATION
OF COX ARIZONA TELCOM, LLC FOR
EXTENSION OF ITS WAIVER OF RULE
805 OF THE PUBLIC UTILITY HOLDING
COMPANIES AND AFFILIATED
INTEREST RULES (A.A.C. R14-2-801 *et*
seq.)

DOCKET NO. T-03471A-08-0043

DECISION NO. 70486

ORDER

Open Meeting
August 26 and 27, 2008
Phoenix, Arizona

BY THE COMMISSION:

Introduction

On January 23, 2008, Cox Arizona Telcom, LLC ("Cox Arizona or Cox") applied for an extension of the limited, 24 month waiver of A.A.C. R14-2-805 ("Rule 805") that was granted to Cox Arizona in Decision No. 68299. That waiver expired on November 14, 2007. Unless granted another waiver, Cox will be required to comply with Rule 805 within a time¹ set by the Commission order following a decision in this matter.

A.A.C. R14-2-805 is part of the Commission's Public Utility Holding Company and Affiliated Interest Rules (R14-2-801, et seq.) and requires all Class A investor-owned public utilities to file a description of their diversification plans for the current year by April 15th.

Staff recommends:

- 1. that Cox Arizona's petition for a continued waiver of Rule 805 be denied; and

¹ Rule 805 information is submitted by April 15.

- 2. that Cox Arizona be required to comply with Rule 805 within 60 days of a decision in this matter; and
- 3. that Cox Arizona be required to provide the Commission an audited Income Statement and Balance Sheet, with corresponding notes, within 60 days of a decision in this matter.

FINDINGS OF FACT

Background

1. In Decision No. 60285, dated July 2, 1997, Cox Arizona received a Certificate of Convenience and Necessity ("CC&N") to provide intrastate competitive local exchange and resold long distance telecommunications services in Arizona.²

2. On May 17, 2000, in Decision No. 62582, the Commission granted Cox Communications, Inc. ("Cox"), Cox Arizona and all of Cox Arizona's affiliates a waiver of A.A.C. R14-2-805 for a 30 month period.³ In addition, the Commission granted Cox, Cox Arizona and all of Cox Arizona's affiliates a limited waiver of A.A.C. R14-2-803 ("Rule 803") and R14-2-804 ("Rule 804"). Pursuant to the partial waiver under Rule 803, Cox, Cox Arizona and all of Cox Arizona's affiliates need to file a notice of intent to enter into transactions when there is a: (1) significant increase in capital costs of the Arizona operations; (2) significant additional costs allocated or charged directly to the Arizona jurisdiction; or (3) significant reduction of net income to the Arizona operations.⁴ Under the Rule 804 limited waiver, Cox, Cox Arizona and all of Cox Arizona's affiliates need only obtain Commission approval for transactions that are likely to have a material adverse effect on Arizona operations.⁵

...
...
...
...

² See, In the Matter of the Application of Cox Arizona Telcom, Inc. for a Certificate of Convenience and Necessity to Provide Competitive Intrastate Telecommunications Services and Petition for Competitive Classification of Proposed Services, U-3242-96-442.

³ See, In the Matter of the Application of Cox Arizona, L.L.C. for Approval of a Waiver of the Public Utility Holding Companies and Affiliated Interest Rules, Docket No. T-03471A-00-0092.

⁴ *Id.* at page 8.

1 3. On September 16, 2003, the Commission granted Cox, Cox Arizona and all of Cox
2 Arizona's affiliates a waiver of A.A.C. R14-2-805 for a 30 month period from the date of
3 November 17, 2002 in Decision No. 66234.⁶

4 4. On November 14, 2005, in Decision No. 68299, the Commission granted Cox
5 Arizona its most recent waiver of Rule 805 for a period of 24 months.⁷

6 **Staff's Discussion**

7 5. Based on annual reports ending December 31, 2006, Cox Arizona meets the criteria
8 of a Class A utility as defined by the Commission's Rules. Cox Arizona generated more than \$1.0
9 million of Arizona jurisdictional revenue qualifying it as a Class A utility under Commission's
10 Rules.⁸

11 6. R14-2-805 requires public service corporations subject to its provisions to provide
12 the following information.

- 13 1. The name, home office location and description of the public utility's affiliates
14 with whom transactions occur, their relationship to each other and the public
15 utility, and the general nature of their business;
- 16 2. A brief description of the business activities conducted by the utility's affiliates
17 with whom transactions occurred during the prior year, including any new
18 activities not previously reported;
- 19 3. A description of plans for the utility's subsidiaries to modify or change business
20 activities, enter into new business ventures or to acquire, merge or otherwise
21 establish a new business entity;
- 22 4. Copies of the most recent financial statements for each of the utility's
23 subsidiaries;

24 ⁵ *Id.*

25 ⁶ See, In the Matter of the Application of Cox Arizona Telcom, LLC for a Waiver of Rule 805 of the Public Utility
Holding Companies and Affiliated Interest Rules, Docket No. T-03471A-03-0237.

26 ⁷ See, In the Matter of the Application of Cox Arizona Telcom, LLC for a Waiver of Rule 805 of the Public Utility
Holding Companies and Affiliated Interest Rules, Docket No. T-03471A-05-0357.

27 ⁸ Staff notes that Cox had the option to file an application for extension at anytime, but chose to do so on January 23,
28 2008 over 2 months after the current extension expired. The delayed submission leaves the Commission with little
time to consider Cox's application before April 15, 2008, the date by which Cox acknowledges it must file its Rule
805 information unless granted a waiver. The manner in which Cox has filed its application places an unnecessary and
unwelcomed burden on Commission resources.

- 1 5. An assessment of the effect of current and planned affiliated activities on the
2 public utility's capital structure and the public utility's ability to attract capital at
3 fair and reasonable rates;
- 4 6. The bases upon which the public utility holding company allocates plant,
5 revenue and expenses to affiliates and the amounts involved; an explanation of
6 the derivation of the factors; the reasons supporting that methodology and the
7 reasons supporting the allocation;
- 8 7. An explanation of the manner in which the utility's capital structure, cost of
9 capital and ability to raise capital at reasonable rates have been affected by the
10 organization or reorganization of the public utility holding company;
- 11 8. The dollar amount transferred between the utility and each affiliate during the
12 annual period, and the purpose of each transfer;
- 13 9. Contracts or agreements to receive, or provide management, engineering,
14 accounting, legal, financial or other similar services between a public utility and
15 an affiliate;
- 16 10. Contracts or agreements to purchase or sell goods or real property between a
17 public utility and an affiliate; and
- 18 11. Contracts or agreements to lease goods or real property between a public utility
19 and an affiliate.

20 7. Cox Arizona, in its application, sets out many of same reasons in support of its
21 request for a waiver of Rule 805 as contained in its earlier applications.

22 8. First, Cox Arizona argues that its operations represent a very small piece of Cox's
23 overall operations and thus the application of Rule 805 would be unreasonably costly and
24 burdensome.⁹ Cox Arizona goes on to argue that it would be required to provide the Commission
25 with voluminous information concerning corporate diversification activities and plans.¹⁰ Cox
26 Arizona further states that it would have to file, in addition to these diversification plans, financial
27 statements for each subsidiary, a description of the plans for the utilities' subsidiaries to change
28 business activities, an assessment of the effect of planned affiliated activities on the utility's capital
29 structure, the bases upon which the holding company allocates costs, the dollar amount transferred
30 between the utility and each affiliate, and most contracts between affiliates and the utility.

⁹ Cox Arizona's petition at page 2.

¹⁰ *Id.*

1 9. Consistent with its previous applications, Cox again provided no cost, time or
2 resource estimates in this application for Staff to support its assertions. Moreover, many
3 companies in Arizona comply with Rule 805, some with operations not much different in size than
4 Cox Arizona. Cox stated that it complying with Rule 805 would “involve hundreds of man-hours
5 and several thousands of dollars to compile and review affiliate transactions between Cox Arizona,
6 its parent companies and all of the affiliates to determine what relates to Rule 805 annual reporting
7 requirements.”¹¹

8 10. Second, Cox argues that it operates in a competitive market and does not possess
9 monopoly power¹² and thus should not have to comply with Rule 805. Cox argues that due to
10 competitive market forces it has no incentive to charge unduly high or above market prices that
11 could be used to fund or subsidize unregulated affiliates or to commingle utility and non-utility
12 funds in a manner that is hurtful to Arizona consumers.¹³ But, this argument by Cox Arizona
13 ignores the fact that it is now the second largest facilities based telecommunications provider in
14 Arizona. The pervasiveness of its operations in the Phoenix metropolitan area forms much of the
15 basis for a recent petition for forbearance of dominant carrier regulation and other regulations filed
16 by Qwest Corporation (“Qwest”) several months ago at the Federal Communications Commission
17 (“FCC”). The local telecommunications market in Phoenix can reasonably be characterized as a
18 duopoly, with Qwest and Cox Arizona as the dominant market participants.

19 11. Further, much of the new development in the telecommunications market in
20 Arizona is in the provision of service to large Master Planned Communities (“MPCs”). A
21 common pattern in this segment of the marketplace involves either Cox or Qwest providing service
22 to MPCs through the use of Preferred Provider Agreements (“PPAs”). Through a PPA, the
23 developer typically agrees to exclusively market the telecommunications services of one provider.
24 Many times under such circumstances, the entry of other providers into an MPC is rare and

25 ...

26 ...

27 _____
28 ¹¹ Cox Arizona petition at page 3.

¹² Cox Arizona petition at page 4.

1 competition typically does not materialize. So, contrary to the allegations in Cox Arizona's
2 petition for a waiver, there are many instances in which Cox Arizona does exercise monopoly
3 power.

4 12. In addition, Cox Arizona is beginning to provide Voice over Internet Protocol
5 ("VoIP") in portions of its service areas. While Cox Arizona has informed Staff that it will adhere
6 to Commission regulations with respect to VoIP, Cox Arizona has provided the Commission with
7 no information on the extent of its VoIP offerings at this time. Compliance with Rule 805 is likely
8 to provide some additional information to the Staff and the Commission with respect to Cox's
9 activities at this time.

10 13. Finally, Cox Arizona's main competitors have not been granted permanent waivers
11 of Rule 805. These entities include Qwest, SBC/AT&T and Verizon/MCI. Staff does not believe
12 there is any reason to grant Cox Arizona a waiver when its key competitors must comply with
13 Rule 805.

14 14. Third, Cox Arizona's recent history before the Commission also presents additional
15 reasons why Rule 805 information should be required. In the last few years, Cox Arizona has been
16 the subject of two major formal complaint proceedings before the Commission. Those are:

- 17 - In the Matter of the Formal Complaint against Cox Arizona Telcom, LLC filed
18 by Qwest Corporation for breach of the parties' Interconnection Agreement, T-
19 01051B-06-0045, T-03471A-06-0045.
20 - In the Matter of the Formal Complaint of Accipiter Communications, Inc.
21 against Vistancia Communications, L.L.C., Shea Sunbelt Pleasant Point, L.L.C.,
22 and Cox Arizona Telcom, L.L.C., T-03471A-05-0064.

23 15. In both of these complaint proceedings, the complainants alleged non-compliance
24 with Commission rules and orders. In addition, one of the complaints alleged anti-competitive
25 conduct by Cox Arizona and its affiliates. Neither of these complaint proceedings have been
26 resolved at this time.

27 ...

28 ¹³ *Id.*

Staff's Analysis

16. Through data requests, Staff attempted to validate the estimate of "hundreds of man-hours" and "thousands of dollars" alleged by Cox that would be needed to comply with the submission of Rule 805 information. Staff's findings are as follows:

- Staff's first set of data requests sought support for Cox Arizona's cost estimates to comply with Rule 805. In response, Cox explained, in part, that "Cox did not perform any specific advanced methodology or analysis to determine the number of hours or estimate of dollars it would cost to comply with Rule 805."
- In its second set of data requests, Staff sought to validate Cox's estimates by seeking limited Rule 805 information for only Cox Arizona affiliates operating in Arizona, California, Nevada and Oklahoma. Cox was unable to provide any information.
- Through its third set of data requests, Staff was able to confirm the 87 Cox Arizona affiliates stated in Cox Arizona's application. Cox's organization is considered confidential and cannot be provided in this public report.
- In its third set of data requests, Staff also asked for limited Cox information for only those affiliates with whom Cox Arizona transactions occurred. Cox responded in part that "Cox objects to this request as unduly burdensome and overbroad. While this request seeks to narrow the information requested regarding affiliates and transactions to just transactions occurring within the last year, it still requests information that Cox is seeking to gain the waiver from providing."
- Staff's fourth set of data requests asked Cox Arizona to explain how Staff's third set data request could be considered "unreasonably costly or burdensome". Cox responded that "The requested information, although narrowed, will still require an extensive review of all affiliates of Cox Arizona including time and resources to inspect each and every business activity that occurred within the last twelve months."
- In its fifth set of data requests, Staff asked Cox Arizona to "Please indicate if Cox Arizona have (had) any transactions during 2007 with any affiliates listed below (a simple table of Cox affiliates was provided) by placing a Yes or No in the column to the right of the affiliate's name." Cox did not provide any Yes or No indications and explained that "Cox objects to this question in that it is unduly burdensome and irrelevant. The requested information, although narrowed, will still require an extensive time and resources to inspect each and every business activity that occurred within the last twelve months for Cox Arizona Telcom."
- In its sixth set of data requests, Staff requested an audited Income Statement and Balance Sheet for Cox Arizona. Cox responded by explaining it did not have

1 audited financials to provide but did point Staff to the information included in its
2 Annual Reports.

3 - In its seventh set of data requests, Staff asked "Did Cox Arizona conduct any
4 transactions with any Arizona affiliate in 2007?" If yes, Cox was asked to
5 provide limited transaction information. Cox did not provide any data,
6 responding in part "Cox states that if the request inquires about transactions with
7 Cox Arizona Telcom affiliates that conduct business only in Arizona, then there
8 are no such transactions."

9 - In its eighth set of data requests, Staff clarified what appeared to be Cox's
10 misunderstanding of data request seven by asking limited information on at least
11 one Arizona affiliate, as follows.

12 a. Did Cox Arizona conduct any transactions with at least one Arizona affiliate
13 in Arizona in 2007? If yes, please provide:

14 b. the name of one Arizona affiliate with whom any transactions were
15 conducted by Cox Arizona in Arizona in 2007;

16 c. the nature or description of any transactions conducted in Arizona in 2007
17 with the one Arizona affiliate named by Cox Arizona in response to STF 8.1
18 (a) above;

19 d. the number or estimated number of any transactions conducted in Arizona in
20 2007 with the one Arizona affiliate named by Cox Arizona in response to
21 STF 8.1 (a) above;

22 e. the expenses paid by Cox Arizona for any transactions conducted in Arizona
23 in 2007 to the one Arizona affiliate named by Cox Arizona in response to
24 STF 8.1 (a) above; and

25 f. the expenses paid by the one Arizona affiliate named by Cox Arizona in
26 response to STF 8.1 (a) above for any transactions conducted in Arizona in
27 2007.

28 17. On June 10, 2008, Cox responded to Staff's eighth data set with confidential
information for one Arizona affiliate. The response equaled approximately 1/3rd of a standard
8x11 page and consisted of 97 words specific to 8.1.a to 8.1.e. Cox's response makes clear that
Cox Arizona has no affiliate transactions with this affiliate. The Arizona affiliate referenced is
simply a customer to whom Cox Arizona provides telecommunications services pursuant to Cox's
approved Arizona tariff. Cox's response for one of its 87 affiliates appears to have required
pennies and minutes and by any measure cannot be considered to be unreasonably costly or

1 burdensome. Staff must, therefore, assume that Cox's explanation that compliance with Rule 805
2 "would involve hundreds of man-hours and several thousands of dollars" applies to only 86 of
3 Cox's stated 87 affiliates.

4 **Staff's Conclusion**

5 18. Staff takes exception to the manner in which Cox applied for an extension of the
6 Rule 805 waiver it received in Decision No. 68299. Cox understood that its waiver expired on
7 November 14, 2007, yet did not apply for another waiver until January 23, 2008, over two months
8 following the expiration of its earlier waiver and less than three months before Class A companies
9 were required to comply with Rule 805 on April 15, 2008. Cox did not comply with Rule 805 on
10 April 15 and as such is technically out of compliance with Commission rules. Cox may contend
11 that this application was filed before compliance with Rule 805 was required, nonetheless, the time
12 dilemma was created by Cox not filing well in advance of the expiration of the waiver granted by
13 Decision No. 68299.

14 19. Cox's contention that compliance with Rule 805 is "unnecessary and unreasonably
15 burdensome"¹⁴ is not supported by the sum of Staff's analysis. Given the major dockets involving
16 Cox that remain unresolved, the apparent lack of the regulatory transparency in Cox Arizona's
17 operations adds weight to the need for compliance with Rule 805. Furthermore, Staff is unable to
18 find any detailed support for Cox Arizona's application and is surprised that despite numerous
19 opportunities Cox Arizona has been unable to provide even simple limited support which could
20 have potentially been extrapolated to the full set of Cox's 87 affiliates. Staff is left, therefore, with
21 only Cox's limited data request responses to evaluate:

- 22 1. Cox admits it performed no analysis to support its contention that compliance
23 with Rule 805 would be unreasonably costly or burdensome and Cox did not
24 provide any support for statements that could be supported by samples of
25 information.
- 26 2. When asked to submit limited information which would help Staff estimate the
27 reasonableness of Cox's waiver request, Cox did not provide any information.
28 Staff, therefore, has no way to estimate if Cox's compliance with Rule 805

¹⁴ Cox Arizona's petition at page 3.

1 would consist of one page or hundreds of pages; would involve one hour or
2 hundreds of hours; or, would cost one dollar or several thousand dollars. Staff is
3 forced to believe that Cox's estimate of "hundreds of man-hours and several
4 thousands of dollars" is only a guess.

- 5 3. Cox contends that compliance with Rule 805 would require reviewing
6 information from potentially all 87 of its affiliates, yet, when asked a simple
7 Yes/No question by Staff in data set five, Cox was unable to respond that it
8 conducted transactions with even one affiliate in 2007. If Cox's estimate of
9 "hundreds of man-hours and several thousands of dollars" is even remotely
10 correct, then the manner in which Cox responded to the simplest of data
11 requests, suggests a determination on Cox's part to not comply in any fashion
12 with Rule 805.
- 13 4. Cox Arizona was unable to provide the audited Income Statement and Balance
14 Sheet for 2007 that Staff requested. Staff notes that the Annual Report
15 information to which Cox referred Staff was not only unaudited but consisted of
16 summary information - four Income Statement line items and six Balance Sheet
17 line items - three Asset line items and three Liabilities and Shareholders' Equity
18 line items.
- 19 5. Most importantly, Staff must convey its concerns about a recurring theme not
20 only in Cox's application but in Cox's data responses. The complexity of Cox
21 Arizona's parent company, its structure and, perhaps its record-keeping, appear
22 be repeatedly cited or suggested as justifications for requesting a waiver of Rule
23 805. Rather than supporting Cox's application, the sum of these statements
24 highlight the Commission's grave need for Cox's compliance with Rule 805. It
25 is essential for the Commission to understand that Cox Arizona's operations are
26 fully transactional¹⁵. Staff is not aware of any other Arizona CLEC or ILEC as
27 totally dependent on its subsidiaries as Cox Arizona. By the form and nature of
28 the data request responses in this matter, Cox Arizona has illustrated that Cox's
unregulated operations are intertwined to a significant extent with its regulated
operations. This situation may be particularly true of Cox's service provision
service in Master Planned Communities ("MPCs"). Given the significant
growth in Cox's regulated operations, Staff believes that compliance with Rule
805 is becoming increasingly important.

20. When Cox Arizona received its CC&N in 1997 Rule 805 was already in place. Cox
Arizona knew it would need to comply with Rule 805. The dilemma for which Cox seeks a waiver
is one of its own making.

...

¹⁵ Cox's response to STF 6.6.3 indicates that Cox Arizona consists of one employee.

ORDER

IT IS THEREFORE ORDERED that Cox Arizona Telcom, LLC's application for a waiver of AAC R14-2-805 is denied.

IT IS FURTHER ORDERED that Cox Arizona Telcom, LLC shall comply with its 2007 Rule 805 filing within 60 days of the date of this order.

IT IS FURTHER ORDERED that Cox Arizona Telcom, LLC be required to provide the Commission an audited 2007 end-of-year Income Statement and Balance Sheet, with corresponding notes, within 60 days of the date of this order.

IT IS FURTHER ORDERED that all Arizona residential consumers of telecommunications services should have the opportunity to arbitrate disputes over billing and unauthorized charges for all modes of telecommunications services before the Commission. Cox Arizona Telcom, LLC consents to participate in a binding arbitration program administered by the Commission (the "Arbitration Program"). The Arbitration Program will apply to all Arizona residential customers of Cox Arizona Telcom, LLC and/or its affiliates that offer or bundle telecommunications services, including but not limited to wireline, wireless and VoIP telephony.

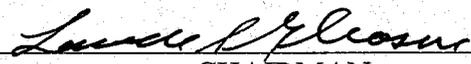
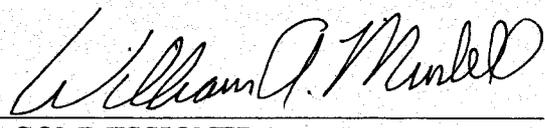
IT IS FURTHER ORDERED that the Arbitration Program shall be administered within the Consumer Services Section of the Utilities Division, and shall embrace Arizona residential customer disputes relating solely to billing and unauthorized charges for all modes of telecommunications services. The Arbitration Program expressly includes wireline, wireless and/or VoIP services offered or bundled by Cox Arizona Telcom, LLC and/or its affiliates.

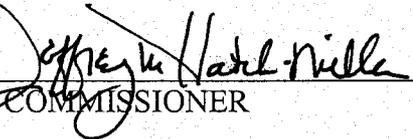
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1 IT IS FURTHER ORDERED that on deciding a dispute between Cox Arizona Telcom,
2 LLC and/or its affiliates and any of its customer(s) through the Arbitration Program established by
3 this Decision, the Commission shall forego imposing any monetary sanction, except restitution in
4 any form, including billing credits, against any participant in the Arbitration Program.

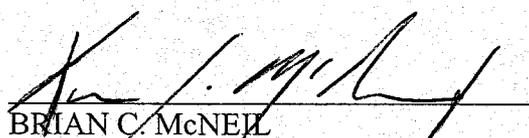
5 IT IS FURTHER ORDERED that this Decision shall be become effective immediately.

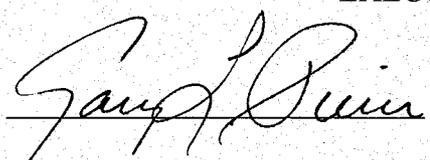
6 **BY THE ORDER OF THE ARIZONA CORPORATION COMMISSION**

7
8  
9 CHAIRMAN COMMISSIONER

10
11  
12 COMMISSIONER COMMISSIONER COMMISSIONER

13 IN WITNESS WHEREOF, I, BRIAN C. McNEIL, Executive
14 Director of the Arizona Corporation Commission, have
15 hereunto, set my hand and caused the official seal of this
16 Commission to be affixed at the Capitol, in the City of
17 Phoenix, this 3rd day of September, 2008.

18 
19 BRIAN C. McNEIL
20 EXECUTIVE DIRECTOR

21 DISSENT: 

22 DISSENT: _____

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SERVICE LIST FOR COX ARIZONA TELCOM, LLC
DOCKET NO. T-03471A-08-0043

Mr. Michael W. Patten
Roshka DeWulf & Patten, PLC
One Arizona Center
400 East Van Buren Street, Suite 800
Phoenix, Arizona 85004

Mr. Ernest G. Johnson
Director, Utilities Division
Arizona Corporation Commission
1200 West Washington Street
Phoenix, Arizona 85007

Ms. Janice M. Alward
Chief Counsel, Legal Division
Arizona Corporation Commission
1200 West Washington Street
Phoenix, Arizona 85007

EXHIBIT 51

Home > Search > Docket Search

Docket Search

Company, DBA, or Respondent Name:

Time Warner Cable Information Services (Arizona), LLC

Docket Number

X-XXXXXX-NN-NNNN

Year-Matter

YY-NNNN

Docket Type

Select Docket Type

Case Type

Select Case Type

Current Status

Select Current Status

Date Starting From

MM/DD/YYYY

Date Ending

MM/DD/YYYY

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Docket Results: 12 record(s) found

APP0892

Docket Number	Filed	Company Name	Type	Description	Details	Subscribe
T-20449A-15-0305	8/21/2015	Time Warner Cable Information Services (Arizona), LLC	Transfer of Ownership	In the Matter of the application of Time Warner Cable Business LLC and Time Warner Cable Information Services (Arizona), LLC for approval of the transfer of ultimate indirect control of assets.		
T-20449A-15-0227	7/1/2015	Time Warner Cable Information Services (Arizona), LLC	Tariff	In the matter of the application of Time Warner Cable Information Services (Arizona), LLC DBA Time Warner Cable tariff filing for approval to update the Check Sheet and revise the Terminating CTP and Local Switching Rates.		
T-20449A-14-0237	7/1/2014	Time Warner Cable Information Services (Arizona), LLC	Tariff	In the matter of the application of Time Warner Information Services (Arizona) LLC dba Time Warner Cable tariff filing to comply with the FCC requirements.		

Docket Number	Filed	Company Name	Type	Description	Details	Subscribe
T-20449A-14-0147	5/2/2014	Time Warner Cable Information Services (Arizona), LLC	Waiver of Affiliated Interest Rules	In the matter of the joint application of Time Warner Cable Information Services (Arizona), LLC dba Time Warner Cable, Time Warner Cable Business LLC dba Time Warner Cable and Comcast Phone of Arizona, LLC dba Comcast Digital Phone for approval of a limited waiver of the affiliated interest rules pursuant to A.A.C. R14-2-806 or alternatively for expedited approval to reorganize under A.A.C. R14-2-803.		
T-20449A-13-0189	6/6/2013	Time Warner Cable Information Services (Arizona), LLC	Tariff	In the matter of the application of Time Warner Cable Information Services (Arizona), LLC dba Time Warner Cable tariff filing to comply with the FCC requirements.		
T-20449A-12-0166	5/8/2012	Time Warner Cable Information Services (Arizona), LLC	Interconnection Agreement - Voluntary	In the matter of the application of Qwest Corporation for approval of an adoption of the ICC VoIP amendment to the interconnections agreement with Time Warner Cable Information Services (Arizona), LLC.		

APP0894

Docket Number	Filed	Company Name	Type	Description	Details	Subscribe
T-20449A-12-0127	4/2/2012	Time Warner Cable Information Services (Arizona), LLC	Tariff	In the matter of the application of Time Warner Cable Information Services (Arizona), LLC tariff filing to revise the company's switched access rates.		
T-20449A-10-0081	3/1/2010	Time Warner Cable Information Services (Arizona), LLC	Formal Complaint	In the matter of the Formal Complaint against Time Warner Cable Information Services (Arizona), LLC filed by Larry C. Rowley and Gary R. Bahr.		
T-20449A-09-0436	9/10/2009	Time Warner Cable Information Services (Arizona), LLC	Interconnection Agreement - Voluntary	In the matter of the application of Qwest Corporation for approval of an Agreement for Interconnection, Unbundled Network Elements, Ancillary Services and Resale of Telecommunications Services with Time Warner Cable Information Services (Arizona), LLC.		
T-20449A-08-0350	7/10/2008	Time Warner Cable Information Services (Arizona), LLC	Accounting Procedure	In the matter of the application of Time Warner Cable Information Services (Arizona), LLC, for approval of an internal restructuring that will result in a pro forma change of control.		

APP0895

Docket Number	Filed	Company Name	Type	Description	Details	Subscribe
T-20449A-08-0044	1/23/2008	Time Warner Cable Information Services (Arizona), LLC	Certificate of Convenience & Necessity	In the matter of the application of Time Warner Cable Information Services (Arizona LLC) dba Time Warner Cable for approval of a Certificate of Convenience and Necessity to provide Resold Long Distance Telecommunications Services, Resold Local Exchange Telecommunications Services, Facilities-Based Long Distance Telecommunications Services, Facilities-Based Local Exchange Telecommunications Services, Alternative Operator Services Telecommunications Services.		
T-20449A-06-0161	3/10/2006	Time Warner Cable Information Services (Arizona), LLC	Sale of Assets / Cancel CC&N	In the matter of the application of ACC Telecommunications, LLC for approval of Assignment of Assets to Time Warner NY Cable LLC and Time Warner Cable Information Service (Arizona), LLC		

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APP0896

EXHIBIT 52



ARIZONA CORPORATION COMMISSION

October 17, 2014

The Honorable Tom Wheeler, Chairman
Federal Communications Commission
445 12th Street, SW
Washington, DC 20536

Re: In the Matter of Connect America Fund et al., WC Docket No. 10-90, WC Docket No. 14-58; WC Docket No. 07-135, WT Docket No. 10-208, CC Docket No. 01-92 et al., Notice of filing Ex Parte Comments on Further Notice of Proposed Rulemaking ("FNPRM")

Dear Chairman Wheeler:

The Arizona Corporation Commission ("ACC") supports the Federal Communications Commission's ("FCC") efforts to increase the deployment of broadband to rural areas. Broadband is an important vehicle for rural communities to promote economic development, increase educational opportunities and participate in the important events which shape our world to the same extent as urban communities. For this reason, we are writing today to offer comment on several important issues raised in the FCC's June 10, 2014 Further Notice of Proposed Rulemaking ("FNPRM") with respect to Phase II of the Connect America Fund ("CAF II").

First, the ACC supports the FCC's proposal to increase the downstream speed standard from 4Mbps to 10 Mbps to ensure that consumers living in rural areas have access to advanced telecommunications and information services that are reasonably comparable to the services available in urban areas. Particularly compelling is the State Broadband Initiative data which shows that only two percent of urban consumers lack access to fixed broadband with speeds of 10 Mbps downstream/768 kbps upstream. The FCC should also consider a modification to the upstream speed if consistent with urban offerings. These standards should be applied to all markets. In the end, however, the FCC must carefully balance these important objectives with the goal of ubiquitous deployment in rural areas.

Second, providing carriers that accept a state level commitment some flexibility with respect to the locations served will be key to a successful deployment. The FNPRM seeks comment on permitting Phase II recipients that have accepted a state level commitment to specify if they want to deploy to less than 100% of locations in their funding area, with a commensurate reduction in funding levels, unless other locations are served. The recommended minimum of 95% suggested in the FNPRM would likely be adequate in most cases, however, carriers should be allowed to go down to a floor of 90% for good cause shown. This may be necessary when unforeseen circumstances arise especially given that the model used to determine costs to deploy in a given area is not always an accurate representation of the actual locations and conditions within each census block. Flexibility is critical for carriers to be able to adapt to real world conditions. Such flexibility could also include the ability to substitute some un-served locations within partially served census blocks for locations within funded census blocks. If this occurs, the Phase II funding recipient should be required to publish the locations in any partially served census blocks it has identified for service so other providers can determine whether they already serve these areas. This will ensure that CAF funds are not used to overbuild existing providers.

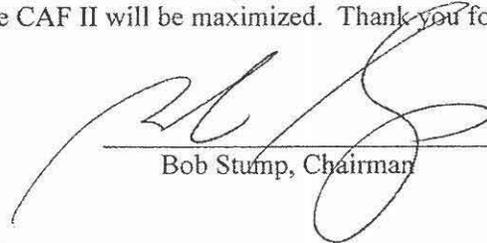
The Honorable Tom Wheeler
October 17, 2014
Page Two

Third, the FNPRM also asked for comment on extending the CAF Phase II model-based support term to a period longer than five years if the FCC adopts the proposal to extend broadband downstream speeds to 10 Mbps. The ACC believes that a longer term would be appropriate given the challenges involved in increasing the downstream speed to 10 Mbps. Further, since model based build out requirements and time frames oftentimes may not reflect real world circumstances, carriers accepting a state-level commitment should have the ability to extend the term for full deployment out by several additional years. In this instance, seven to ten years would not be unreasonable for the CAF II model based support term given an undertaking of this magnitude.

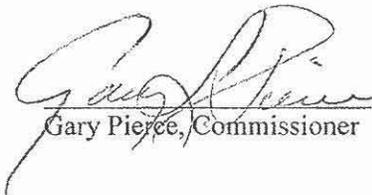
Finally, it is important in this final phase of the CAF program, for the FCC to require all carriers making claims that an area is served, to provide hard data and evidence which support their claims before any community, census block or un-served customer is disqualified from receiving CAF II support. If a carrier can level such a claim without any support for designating a given census block as already being served, many un-served locations will be deemed ineligible for support even though they have no real prospect of ever obtaining broadband service.

The ACC supports the FCC's proposals with respect to CAF II as discussed above. With the modifications discussed above, we are hopeful that the number of rural Arizona customers that will ultimately benefit by the CAF II will be maximized. Thank you for your consideration of our comments.

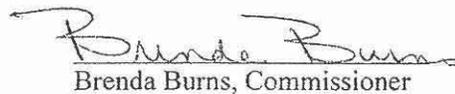
Very truly yours,



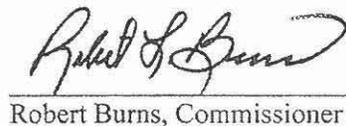
Bob Stump, Chairman



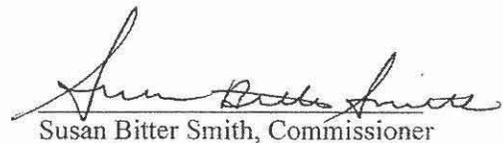
Gary Pierce, Commissioner



Brenda Burns, Commissioner



Robert Burns, Commissioner



Susan Bitter Smith, Commissioner

Cc: The Honorable Mignon Clyburn, Commissioner
The Honorable Jessica Rosenworcel, Commissioner
The Honorable Ajit Pai, Commissioner
The Honorable Michael O'Rielly
Commissioner Gary Pierce
Commissioner Brenda Burns
Commissioner Bob Burns
Commissioner Susan Bitter Smith
Julie Veach, Wireline Competition Bureau Chief
Carol Matthey, Deputy Bureau Chief

APP0899

EXHIBIT 53

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Press Releases

Cox Names John Wolfe as New Senior Vice President and Southwest Region Manager

PHOENIX, Sept. 18, 2014 /PRNewswire/ -- Cox Communications announced today that John Wolfe will take the reins as senior vice president and southwest region manager, effective immediately. The region is Cox's largest nationwide and includes Las Vegas, Phoenix and Tucson metropolitan areas. Wolfe comes to the Southwest from Cox's Northeast region, where he served as the senior vice president and region manager.



A nearly 30-year cable industry veteran, Wolfe has a demonstrated track record of success. After joining Cox in 1995 as part of the Times Mirror acquisition, he led the development of Cox's government affairs, internal and external communications and corporate philanthropy strategies in New England, before being promoted to general manager, Northeast region in 2012. During his tenure as Cox's Northeast region leader, Wolfe guided the company's operations in Rhode Island, Connecticut and Ohio during a time of intense industry competition and company transformation.

Well-known in the communications industry for leading teams and working effectively with people, Wolfe's abilities contributed to the Northeast's company-leading customer satisfaction scores in 2012 and 2013. Prior to Cox, he served as director of public information for the National Cable and Telecommunications Association and managing editor for *Cablevision* magazine.

Wolfe's appointment follows company veteran Steve Rizley's recent retirement announcement.

"With his tremendous leadership abilities, combined with a strong sense for what it takes to compete in our industry, I am confident that John will ensure the Southwest region remains a focal point for aggressive investment, growth and innovation, starting with Cox's Gigabit Internet deployments this year," said Paul Cronin, senior vice president of customer experience for Cox. "Under John's direction, Cox will continue to lead Arizona and Nevada as a significant employer, community contributor and technology enabler."

Cox recently announced plans to offer Gigabit Internet speeds, 100 times faster than the average Internet speed in homes today, starting later this year with new developments nationwide. In addition, the company is aggressively upgrading existing neighborhoods in Phoenix and Las Vegas metro areas in the Southwest region. The first customers are expected to come online in Phoenix in October.

Wolfe will relocate to Phoenix, the company's Southwest region headquarters, and site of a recently created national call center of excellence.

About Cox Communications

Cox Communications is a broadband communications and entertainment company, providing advanced digital video, Internet, telephone and home security and automation services over its own nationwide IP network. The third-largest U.S. cable TV company, Cox serves

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APP0901

approximately 6 million residences and businesses. Cox Business is a facilities-based provider of voice, video and data solutions for commercial customers, and Cox Media is a full-service provider of national and local cable spot and new media advertising. Cox is known for its pioneering efforts in cable telephone and commercial services, industry-leading customer care and its outstanding workplaces. For eight years, Cox has been recognized as the top operator for women by Women in Cable Telecommunications; Cox has ranked among DiversityInc's Top 50 Companies for Diversity nine times, including the last eight years. More information about Cox Communications, a wholly owned subsidiary of Cox Enterprises, is available at www.cox.com and www.coxmedia.com.



Photo - <http://photos.prnewswire.com/prnh/20140918/147041>

Logo - <http://photos.prnewswire.com/prnh/20140918/147048>

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Diversity



One of the key parts of our culture, our values and our business.
[Diversity Initiatives](#)

In the Community



[Committed to Our Communities](#)

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EXHIBIT 54

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AZ CORP COMMISSION
DOCKET CONTROL

October 16, 2008

J. Stephen Rizley
Senior Vice President & General Manager - Arizona

Hon. Mike Gleason, Chairman
Hon. Jeff Hatch-Miller, Commissioner
Hon. Bill Mundell, Commissioner
Hon. Kristin K. Mayes, Commissioner
Hon. Gary Pierce, Commissioner

Arizona Corporation Commission
DOCKETED
OCT 20 2008

RECEIVED
OCT 20 2008
By

Arizona Corporation Commission
1200 W. Washington
Phoenix, AZ 85007

DOCKETED BY

Honorable Members of the Arizona Corporation Commission:

Cox has worked tirelessly to create both an external reputation as a trusted provider in the communities we serve and an internal culture of service, integrity and excellence. I am proud of the thousands of hard-working, honorable men and women who consistently do the right thing for the right reasons as Cox employees. As Cox Arizona's leader, I am most proud of our relationships with our customers, with whom we must daily earn and re-earn the right to serve. However, I am troubled by recent developments in aspects of our important relationships at the ACC, and I want to act swiftly and specifically to address these concerns. I hope you will agree that we should personally meet at a proper time to explore ways to advance a more healthy footing and common understanding in our relationship.

It is with respect that I express my strong concerns regarding the experience Cox had at the Commission's August 27th Open Meeting, however, the reasons for my letter are not the agenda issue itself. Rather, my objectives are to (1) improve the relationship between Cox and the ACC, (2) underscore Cox's commitment to compliance with ACC rules and regulations, (3) raise a concern regarding the fair and reasonable conduct of Commission proceedings and (4) achieve a common understanding of the dynamic marketplace in which Cox operates.

First, let me share my view of the historic relationship between Cox and the Commission. Since entering into the residential telephone business in 1998, Cox has been proud of its achievements, injecting needed competition and winning multiple awards for its products and its customer satisfaction. Throughout that time, we at Cox believed that our relationship with the ACC was professional, cooperative, open and, mutually respectful. Cox fosters this type of relationship with its regulators, and we believe it has served both the company and the Commission well in the past. However, we were dismayed to recently learn that our perception may not be shared by all Commissioners and certain staff. I believe that it is important for me to meet with each of you to better understand where this breakdown in the relationship may have occurred so that we can restore the positive and mutually respectful relationship we have historically enjoyed.

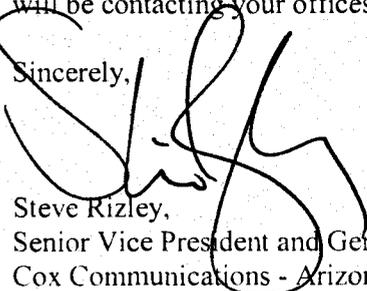
Second, Cox takes very seriously our compliance obligations with ACC rules and orders. Let me underscore that Cox is 100% committed to compliance. In fact, in the ten years Cox has been offering telephone service in Arizona, Cox has not once been served any official notice that it has been out of compliance with the Commission's rules and orders. Our customer informal complaint rate at the ACC is certainly the lowest of any telephone provider serving a broad consumer base in Arizona. We are proud of our efforts to hire skilled people of character and create a "do the right thing" culture. Emblematic of our commitment is that I was personally involved in hiring a respected, veteran ACC Utilities Division Assistant Director to ensure that we meet or exceed Commission requirements. Few, if any, could understand better or respect more the ACC's rules and orders and the consequences of non-compliance.

I am certain you will agree that Cox and other regulated entities should be able to count on a reasonable, predictable, objective and fair process during Commission proceedings. Aside from the specific issue or decision itself, our recent experience at the August 27, 2008 Open Meeting did not meet those expectations. The process by which the hearing was conducted, amendments considered and the decision reached was arbitrarily truncated, chaotic and procedurally uncertain. For example, is it permissible or proper for Commissioners to vote "present"? Or for a Commissioner to move an amendment without later voting on it during a roll call vote? Further, it raises serious fairness concerns when a regulated entity is not given any opportunity to rebut or respond to factually incorrect surprise comments from staff—comments that called in question the integrity of Cox staff and legal counsel. These kinds of experiences work to undermine faith and confidence in the fairness of the ACC's processes and procedures. Cox respectfully welcomes an opportunity to address these concerns and, if possible, to help improve the processes.

Finally, I am convinced there is a need to improve the Commission's understanding of what is a very dynamic and rapidly evolving telecommunications industry. It is changing quickly from both a technological and a competitive standpoint, and the two are inextricably intertwined. By way of example, I would like the opportunity to dispel the notion that Cox is one-half of a "duopoly" for residential communications. This view does not adequately recognize, for example, (a) the highly competitive nature of our industry, (b) differences between the residential and commercial/governmental telephony markets, (c) the rapidly changing technological landscape, which fuels competition and consumer choice, (d) differences in the regulatory status of various technologies, products and competitors and (e) changing consumer demands and trends which are rapidly changing the future of traditional wireline telephone service as we know it.

I welcome an opportunity for healthy dialogue with Commissioners and staff on these topics. I write in the spirit of opening an improved level of communication with you and your staffs. I will be contacting your offices to seek such an opportunity.

Sincerely,



Steve Rizley,
Senior Vice President and General Manager
Cox Communications - Arizona

cc: Brian McNeil, Executive Director

EXHIBIT 55



0000152814

BEFORE THE ARIZONA CORPORATION COMMISSION

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BOB STUMP
Chairman
GARY PIERCE
Commissioner
BRENDA BURNS
Commissioner
BOB BURNS
Commissioner
SUSAN BITTER SMITH
Commissioner

Arizona Corporation Commission
DOCKETED
APR 18 2014
DOCKETED BY
nr

IN THE MATTER OF THE APPLICATION)
OF COX ARIZONA TELCOM, L.L.C. DBA }
COX COMMUNICATIONS TARIFF FILING }
TO INCREASE MAX RATES FOR }
BUSINESS LOCAL ACCESS LINE FLAT- }
RATE SERVICE AND MEASURED-RATE }
SERVICE. }

DOCKET NO. T-03471A-14-0015
DECISION NO. 74455
ORDER

Open Meeting
April 8 and 9, 2014
Phoenix, Arizona

BY THE COMMISSION:

FINDINGS OF FACT

1. Cox Arizona Telcom, L.L.C. ("Cox" or "Company") is certificated to provide intrastate telecommunications service as a public service corporation in the State of Arizona.
2. On January 16, 2014, Cox filed revisions to its Local Exchange Service Tariff to increase maximum recurring rates for certain business services.
3. On January 27, 2014, Cox filed Amended Tariff Revisions to include proposed maximum rate increases for its Cox Unlimited Call Plan.
4. Although Arizona Corporation Commission ("Commission") approval of the proposed tariff revisions would authorize Cox to increase its customers' rates, Cox does not propose to increase any recurring rate that it currently charges any of its customers at this time.
5. In Decision No. 60285, dated July 2, 1997, the Commission concluded that the local exchange company and intraLATA/interLATA services which Cox provides are competitive

1 pursuant to Arizona Administrative Code (“A.A.C.”) R14-2-1108 of the Commission’s
2 Competitive Telecommunications Services Rules. The pricing and rate change provision of
3 A.A.C. R14-2-1109 and A.A.C. R14-2-1110 apply to changes in either the price levels or
4 maximum rates for services provided by Cox. A.A.C. R14-2-1109 allows Cox to price a
5 competitive telecommunications service at any level at or below the maximum rate stated in the
6 Company’s tariff on file with the Commission, provided that the price for the service is not less
7 than the Company’s total service long-run incremental (marginal) cost of providing the service.
8 Pursuant to A.A.C. R14-2-1110, Cox is required to submit the following information in order to
9 increase the maximum rates for a competitive telecommunications service:

- 10 A. A statement setting forth the reasons for which a rate increase is required;
- 11 B. A schedule of current rates and proposed rates and the additional revenues to be derived
12 from the proposed rates; and
- 13 C. An affidavit verifying that appropriate notice of the proposed rate increase has been
14 provided to customers of the service.

15 6. In its Amended Tariff Revisions, Cox proposes to increase maximum recurring rates
16 for 15 business services. Cox does not propose to increase any that it currently charges its
17 customers at this time.

18 Background

19 7. On January 29, 2014, Staff issued its First Set of Data Requests. On February 24,
20 2014, a Confidentiality Agreement was signed between Staff and Cox. On February 26, 2014,
21 Cox provided responses to Staff’s First Set of Data Requests.

22 8. Cox states that approval of the proposed maximum recurring rate increases are being
23 sought for the following reason:

24 Cox’s recurring services are priced to reflect the competitive market in which Cox
25 operates. Since market prices fluctuate, Cox is seeking the ability to price its services
26 based on competitive reactions which it is unable to do at its current maximum rates.
27 Cox is seeking higher maximum rates to enable it to react to market forces and price its
28 services accordingly, something it cannot do with the current maximum rate pricing in
its tariff today.

...

1 Staff's Analysis

2 9. On February 26, 2014, Cox provided Staff with a copy of the Customer Notice that
3 informs the impacted customers of the proposed rate changes. The Customer Notice is in the form
4 of a bill message, one paragraph in length, informing customers of the application filed with the
5 Commission and directing customers with questions to contact Cox at 1-877-982-5907. In
6 addition, those customers with further questions are directed to contact the Consumer Services
7 Section of the Commission at 602-542-4251 or 800-222-7000 or by visiting the Commission's
8 website. Cox also provided Staff with an Affidavit of Mailing indicating that the bill message is
9 being sent out to all of Cox Arizona Telcom, LLC's affected business customers through the
10 billing period of February 19 – March 19, 2014. If approved by the Commission, Cox indicated in
11 its response to Staff that the maximum rates will become effective on April 19, 2014, sixty (60)
12 days after first notifying customers of the proposed maximum rate increases.

13 10. Since this filing increases the maximum rates for services that have been classified as
14 competitive under the Commission's Competitive Telecommunications Services Rules, A.A.C.
15 R14-2-1110 applies to Cox's proposal. Cox provided the information required by A.A.C. R14-2-
16 1110.

17 Staff's Conclusions

18 11. The proposed rate increases contained in this filing are for services that have been
19 classified as competitive by the Commission and that are now subject to the Commission's
20 Competitive Telecommunications Services Rules. Under those Rules, rates for competitive
21 services are not set according to rate of return regulation standards. Staff requested information
22 from Cox to allow it to determine the potential effects of approval of the filing. Cox provided
23 information indicating that if it raised all of its rates to the new maximum rates requested in this
24 docket, the expected effect of this filing would be an increase to Cox's annualized Arizona
25 revenues of less than 4 percent. Since Cox will not be raising the actual or current rates
26 corresponding to the 15 services in this application, the initial market impact will be zero.

27 12. Staff obtained information regarding Cox's fair value rate base. Due to the nature of
28 the competitive market and other factors, a fair value analysis is not necessarily representative of

1 the Company's operations. Therefore, while Staff considered the fair value rate base information
2 of Cox, it did not accord that information substantial weight in its analysis of this matter.

3 13. The proposed maximum recurring rates are comparable to the rates for similar services
4 provided by other telecommunications companies operating in the State of Arizona. Staff believes
5 they are just and reasonable. In addition, the rates ultimately charged by Cox will be heavily
6 influenced by the market.

7 Staff's Recommendation

8 14. Staff recommends approval of this application.

9 CONCLUSIONS OF LAW

10 1. Cox Arizona Telcom, L.L.C. is a public service corporation within the meaning of
11 Article XV of the Arizona Constitution.

12 2. The Commission has jurisdiction over Cox Arizona Telcom, L.L.C and the subject
13 matter in this filing.

14 3. The Commission, having reviewed the filing and Staff's Memorandum dated March
15 20, 2014, concludes that the proposed tariff revisions as discussed herein are reasonable, fair and
16 equitable and therefore in the public interest.

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ORDER

IT IS THEREFORE ORDERED that the proposed tariff revisions requested by Cox Arizona Telcom, L.L.C. and shown on the attached Exhibit 1 be and hereby are approved.

IT IS FURTHER ORDERED that this Decision shall become effective immediately.

BY THE ORDER OF THE ARIZONA CORPORATION COMMISSION

[Signature]
CHAIRMAN

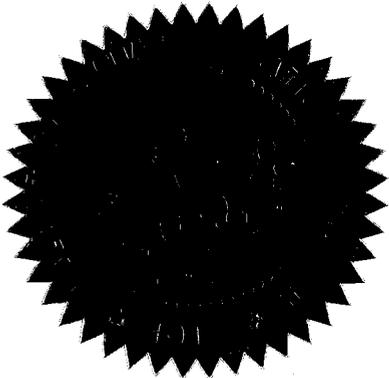
[Signature]
COMMISSIONER

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COMMISSIONER

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COMMISSIONER

*Commissioner Bitter Smith
recused herself from this matter

COMMISSIONER



IN WITNESS WHEREOF, I, JODI JERICH, Executive Director of the Arizona Corporation Commission, have hereunto, set my hand and caused the official seal of this Commission to be affixed at the Capitol, in the City of Phoenix, this 18th day of April, 2014.

[Signature]

JODI JERICH
EXECUTIVE DIRECTOR

DISSENT: _____

DISSENT: _____

SMO:PJG:sms\ML

1 SERVICE LIST FOR: Cox Arizona Telcom, L.L.C.
2 DOCKET NO. T-03471A-14-0015

3 Mr. Mark DiNunzio
4 Director, AZ Regulatory Affairs
5 Cox Arizona Telcom, L.L.C.
6 1550 West Deer Valley Road
7 Phoenix, Arizona 85027

8 Mr. Steven M. Olea
9 Director, Utilities Division
10 Arizona Corporation Commission
11 1200 West Washington Street
12 Phoenix, Arizona 85007

13 Ms. Janice M. Alward
14 Chief Counsel, Legal Division
15 Arizona Corporation Commission
16 1200 West Washington Street
17 Phoenix, Arizona 85007

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EXHIBIT 1

Service	Current Rate	Present Maximum Rate	Proposed Maximum Rate
Monthly Recurring - Business, Local Access Line Flat-Rate Service, Per Business Line, Mo.-to-Mo.	\$ 32.00	\$ 32.00	\$ 40.00
Monthly Recurring - Business, Local Access Line Flat-Rate Service, Per Business Line, 1 Year	\$ 30.00	\$ 30.00	\$ 40.00
Monthly Recurring - Business, Local Access Line Flat-Rate Service, Per Business Line, 2 Year	\$ 30.00	\$ 30.00	\$ 40.00
Monthly Recurring - Business, Local Access Line Flat-Rate Service, Per Business Line, 3 Year	\$ 30.00	\$ 30.00	\$ 40.00
Monthly Recurring - Business, Local Access Line Flat-Rate Service, Per Business Line, 4 Year	\$ 30.00	\$ 30.00	\$ 40.00
Monthly Recurring - Business, Local Access Line Flat-Rate Service, Per Business Line, 5 Year	\$ 28.00	\$ 30.00	\$ 40.00
Monthly Recurring - Business, Local Access Line Measured-Rate Service	\$ 15.00	\$ 15.00	\$ 25.00
Monthly Recurring - Business Unlimited LD Call Plan, Standalone Service	\$ 25.00	\$ -	\$ 40.00
Monthly Recurring - Business Unlimited LD Call Plan, Bundled Services, 1 Year Term	\$ 22.50	\$ -	\$ 40.00
Monthly Recurring - Business Unlimited LD Call Plan, Bundled Services, 2 Year Term	\$ 21.25	\$ -	\$ 40.00
Monthly Recurring - Business Unlimited LD Call Plan, Bundled Services, 3 Year Term	\$ 20.00	\$ -	\$ 40.00
Monthly Recurring - Business Unlimited LD Call Plan Bundled with iVoIP Anywhere or Office Packages, Standalone Service	\$ 15.00	\$ -	\$ 30.00
Monthly Recurring - Business Unlimited LD Call Plan Bundled with iVoIP Anywhere or Office Packages, Bundled Services, 1 Year Term	\$ 15.00	\$ -	\$ 30.00
Monthly Recurring - Business Unlimited LD Call Plan Bundled with iVoIP Anywhere or Office Packages, Bundled Services, 2 Year Term	\$ 15.00	\$ -	\$ 30.00
Monthly Recurring - Business Unlimited LD Call Plan Bundled with iVoIP Anywhere or Office Packages, Bundled Services, 3 Year Term	\$ 15.00	\$ -	\$ 30.00

EXHIBIT 56



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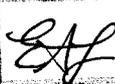
BEFORE THE ARIZONA CORPORATION COMMISSION

BOB STUMP
Chairman
GARY PIERCE
Commissioner
BRENDA BURNS
Commissioner
BOB BURNS
Commissioner
SUSAN BITTER SMITH
Commissioner

Arizona Corporation Commission

DOCKETED

OCT 25 2013

DOCKETED BY 

IN THE MATTER OF THE APPLICATION)
OF COX ARIZONA TELCOM, L.L.C.)
TARIFF FILING TO INCREASE)
MAXIMUM RATES ON VARIOUS)
SERVICES.)

DOCKET NO. T-03471A-13-0244

DECISION NO. 74150

ORDER

Open Meeting
October 16 and 17, 2013
Phoenix, Arizona

BY THE COMMISSION:

FINDINGS OF FACT

1. Cox Arizona Telcom, L.L.C. ("Cox" or "Company") is certificated to provide intrastate telecommunications service as a public service corporation in the State of Arizona.
2. On July 12, 2013, Cox filed revisions to its Local Exchange Service Tariff to increase maximum recurring, non-recurring, and per minute rates for residential services.
3. Although Arizona Corporation Commission ("Commission") approval of the proposed tariff revisions would authorize Cox to increase its customers' rates (per A.A.C. R14-2-1110), Cox does not propose to increase any recurring, non-recurring, or per minute rate that it currently charges any of its customers at this time.
4. On September 16, 2013, Cox provided Staff with a copy of its Customer Notice and Affidavit of Mailing indicating that the bill message is being sent out to all of Cox Arizona Telcom, LLC's residential customers through the billing period of September 13 – October 13,

1 2013. In addition, on September 23, 2013, Cox filed an Affidavit of Publication indicating that the
2 same Customer Notice was published in The Arizona Republic on September 20, 2013.

3 5. In Decision No. 60285, dated July 2, 1997, the Commission concluded that the local
4 exchange company and the intraLATA/interLATA services which Cox provides are competitive
5 pursuant to Arizona Administrative Code ("A.A.C.") R14-2-1108 of the Commission's
6 Competitive Telecommunications Services Rules. The pricing and rate change provisions of
7 A.A.C. R14-2-1109 and A.A.C. R14-2-1110 apply to changes in either the price levels or
8 maximum rates for services provided by Cox. A.A.C. R14-2-1109 allows Cox to price a
9 competitive telecommunications service at any level at or below the maximum rate stated in the
10 Company's tariff on file with the Commission, provided that the price for the service is not less
11 than the Company's total service long-run incremental cost of providing the service. Pursuant to
12 A.A.C. R14-2-1110, Cox is required to submit the following information in order to increase the
13 maximum rates for a competitive telecommunications service:

- 14 A. A statement setting forth the reasons for which a rate increase is required;
15 B. A schedule of current rates and proposed rates and the additional revenues to be derived
16 from the proposed rates; and
17 C. An affidavit verifying that appropriate notice of the proposed rate increase has been
18 provided to customers of the service.

19 6. In its July 12, 2013 filing, Cox proposes to increase maximum recurring, non-recurring,
20 and per minute rates for 23 residential services and add one new service, a telephone number
21 change charge. The proposed increases are listed in Exhibit 1 attached to this Memorandum. Cox
22 does not propose to increase any recurring, non-recurring, or per minute rate that it currently
23 charges its customers at this time. On July 31, 2013, Cox filed an amended tariff revision to
24 remove the telephone number change charge from this filing. On September 16, 2013, Cox filed
25 an amended tariff revision changing the effective date to October 16, 2013.

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1 Background

2 7. On July 26, 2013, Staff issued its First Set of Data Requests. On August 1, 2013, a
3 Confidentiality Agreement was signed between Staff and Cox. On August 1, 2013, Cox provided
4 responses to Staff's First Set of Data Requests.

5 8. In its response, Cox explained that approval of the proposed maximum recurring and
6 non-recurring rate increases are being sought for two reasons:

7 A. Specifically for the non-recurring items, the reason is due in part to Cox moving to a
8 standardized rate approach across all of its markets. Cox is seeking to have one rate
9 (e.g., installation charge) for each of the products that it provides. For purposes of
10 efficiency in its nationwide marketing efforts, it is more cost effective to advertise one
11 installation rate across the country than have multiple rates for the same service; and

12 B. In regards to the recurring items, these services are priced to reflect the competitive
13 market in which Cox operates. Since market prices fluctuate, Cox is seeking the ability
14 to price its services based on competitive reactions. Cox is seeking higher maximum
15 rates to enable it to react to market forces and process its services accordingly,
16 something it has limited ability to do with the services that are part of this application.

14 Staff's Analysis

15 9. On September 16, 2013, Cox provided Staff with a copy of its Customer Notice that
16 informs the impacted customers of the proposed rate changes. The Customer Notice will be in the
17 form of a bill message, in both English and Spanish, of two paragraphs in length, informing
18 customers of the application filed with the Commission and directing customers to Cox's website
19 for detailed information regarding the proposed maximum recurring and non-recurring rate
20 increases. Customers unable to use the Cox website are able to receive paper copies of the
21 proposed maximum recurring, non-recurring, and per minute rate increases by contacting Cox
22 using information provided in the bill message. Cox also provided Staff with an Affidavit of
23 Mailing indicating that the bill message is being sent out to all of Cox Arizona Telecom, LLC's
24 residential customers through the billing period of September 13 – October 13, 2013. In addition,
25 on September 23, 2013, Cox filed an Affidavit of Publication indicating that the same Customer
26 Notice was published in The Arizona Republic on September 20, 2013.

27 10. Since this filing increases the maximum rates for services that have been classified as
28 competitive under the Commission's Competitive Telecommunications Services Rules, A.A.C.

1 R14-2-1110 applies to Cox's proposal. Cox provided the information required by A.A.C. R14-2-
2 1110.

3 Staff's Conclusions

4 11. The proposed rate increases contained in this filing are for services that have been
5 classified as competitive by the Commission and that are now subject to the Commission's
6 Competitive Telecommunications Services Rules. Under those Rules, rates for competitive
7 services are not set according to rate of return regulation standards. Staff requested information
8 from Cox to allow it to determine the potential effects of approval of the filing. Cox provided
9 information indicating that if it raised all of its rates to the new maximum rates requested in this
10 docket, the expected effect of this filing would be an increase to Cox's annualized Arizona
11 revenues of less than 17 percent. Since Cox will not be raising the actual or current rates
12 corresponding to the 23 services in this application, the initial market impact will be zero.

13 12. Staff obtained information regarding Cox's fair value rate base. Due to the nature of
14 the competitive market and other factors, a fair value analysis is not necessarily representative of
15 the Company's operations. Therefore, while Staff considered the fair value rate base information
16 of Cox, it did not accord that information substantial weight in its analysis of this matter.

17 13. The proposed maximum recurring, non-recurring, and per minute rates are comparable
18 to the rates for similar services provided by other telecommunications companies operating in the
19 State of Arizona. Staff believes they are just and reasonable. In addition, the rates ultimately
20 charged by Cox will be heavily influenced by the market.

21 Staff's Recommendation

22 14. Staff recommends approval of this application.

23 CONCLUSIONS OF LAW

24 1. Cox Arizona Telcom, L.L.C. is a public service corporation within the meaning of
25 Article XV of the Arizona Constitution.

26 2. The Commission has jurisdiction over Cox Arizona Telcom, L.L.C and the subject
27 matter in this filing.

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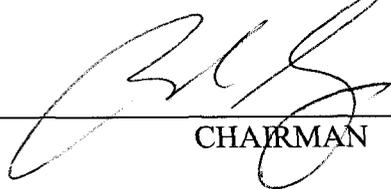
1 3. The Commission, having reviewed the filing and Staff's Memorandum dated
2 October 2, 2013, concludes that the proposed tariff revisions as discussed herein are reasonable,
3 fair and equitable and therefore in the public interest.

4 ORDER

5 IT IS THEREFORE ORDERED that Cox Arizona Telcom, LLC's proposed tariff revisions
6 for the 23 services discussed herein are approved.

7 IT IS FURTHER ORDERED that this Decision shall become effective immediately.

8
9 **BY THE ORDER OF THE ARIZONA CORPORATION COMMISSION**

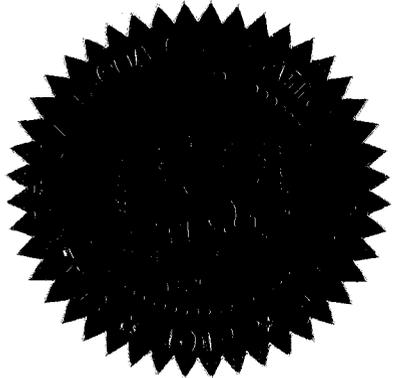
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12 CHAIRMAN

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12 COMMISSIONER

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15 COMMISSIONER



16 IN WITNESS WHEREOF, I, JODI JERICH, Executive
17 Director of the Arizona Corporation Commission, have
18 hereunto, set my hand and caused the official seal of this
19 Commission to be affixed at the Capitol, in the City of
20 Phoenix, this 25th day of October, 2013.

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21 
22 JODI JERICH
23 EXECUTIVE DIRECTOR

23 DISSENT: _____

24
25 DISSENT: _____

26 SMO:PJG:sms\MAS

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1 SERVICE LIST FOR: Cox Arizona Telcom, L.L.C.
2 DOCKET NO. T-03471A-13-0224

3 Mr. Mark DiNunzio
4 Director, AZ Regulatory Affairs
5 Cox Arizona Telcom, L.L.C.
6 1550 West Deer Valley Road
7 Phoenix, Arizona 85027

8 Mr. Steven M. Olea
9 Director, Utilities Division
10 Arizona Corporation Commission
11 1200 West Washington Street
12 Phoenix, Arizona 85007

13 Ms. Janice M. Alward
14 Chief Counsel, Legal Division
15 Arizona Corporation Commission
16 1200 West Washington Street
17 Phoenix, Arizona 85007

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EXHIBIT 57



0000162144

BEFORE THE ARIZONA CORPORATION COMMISSION

SUSAN BITTER SMITH
Chairman
BOB STUMP
Commissioner
BOB BURNS
Commissioner
DOUG LITTLE
Commissioner
TOM FORESE
Commissioner

Arizona Corporation Commission

DOCKETED

MAY 19 2015

DOCKETED BY

IN THE MATTER OF THE APPLICATION
OF MERCURY VOICE & DATA, LLC FOR
APPROVAL OF RESCISSION OF THE
BOND REQUIREMENT CONTAINED IN
ACC DECISION NO. 71480.

DOCKET NO. T-20613A-15-0082

DECISION NO. 75103

ORDER

Open Meeting
May 12 and 13, 2015
Phoenix, Arizona

BY THE COMMISSION:

FINDINGS OF FACT

1. On March 6, 2015, Mercury Voice & Data, LLC dba SuddenLink Communications ("Mercury" or "Applicant") submitted an Application requesting rescission of the \$225,000 performance bond requirement contained in Decision No. 71480.

Background

2. On February 3, 2010, in Decision No. 71480, the Arizona Corporation Commission ("Commission") ordered Mercury to procure and file proof of a performance bond equal to \$225,000. Mercury submitted an original performance bond in the amount of \$225,000 and an original general surety rider, each with an effective date of April 29, 2010, to the Commission's Business Office. Staff has confirmed that the Business Office is in possession of the original documents along with original replacement bonds, and the last replacement bond containing an effective date of April 1, 2015 which is due to expire on June 1, 2015.

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1 **Compliance**

2 3. According to the Corporations Division, Mercury is in good standing. The Consumer
3 Services Section of the Utilities Division reports there have been no complaints or opinions filed
4 regarding Mercury for the period of 2012 through 2015. A check of the Compliance Database by the
5 Compliance Section of the Utilities Division indicates there are no delinquencies for Mercury;
6 therefore Mercury is currently in compliance.

7 **Staff Recommendations**

8 4. The Commission has, in appropriate circumstances, relieved telecommunications
9 providers of the obligation to maintain a performance bond. Staff recommends Mercury be relieved
10 of the \$225,000 performance bond obligation contained in Decision No. 71480.

11 5. The Applicant states that, in order to release the performance bond and associated
12 documents, it is sufficient for the Commission to include in an ordering paragraph language
13 authorizing the Applicant to cancel, rescind, discontinue and be released from the performance bond
14 required by Decision No. 71480.

15 6. Mercury indicates in its Application, that the current bond and all associated
16 documents should be returned to the following name and address:

17 Mr. Laszlo S. Lerant
18 Mercury Voice & Data, LLC dba Suddenlink
19 520 Maryville Centre Drive, Suite 300
20 St. Louis, MO 63141

20 CONCLUSIONS OF LAW

21 1. Mercury Voice & Data, LLC dba SuddenLink Communications is a public service
22 corporation within the meaning of Article XV of the Arizona Constitution.

23 2. The Commission has jurisdiction over Mercury Voice & Data, LLC dba SuddenLink
24 Communications and the subject matter in this filing.

25 3. The Commission, having reviewed the filing and Staff's Memorandum dated April 22,
26 2015, concludes that it is in the public interest to approve the Mercury Voice & Data, LLC dba
27 SuddenLink Communications Application as proposed and discussed herein.

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ORDER

IT IS THEREFORE ORDERED that the Application of Mercury Voice & Data, LLC dba SuddenLink Communications to terminate the performance bond requirement contained in Decision No. 71480 be and hereby is approved.

IT IS FURTHER ORDERED that Mercury Voice & Data, LLC dba SuddenLink Communications may cancel, rescind, discontinue and be released from any performance bond or other instrument obtained in compliance with the performance bond requirements set by Decision No. 71480.

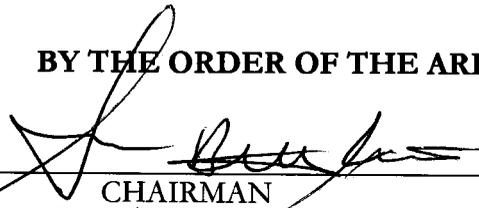
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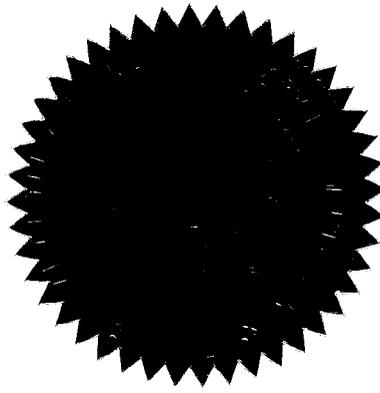
1 IT IS FURTHER ORDERED that all bond related documents, including the original
2 performance bonds, original surety rider, and associated documents on file with the Commission
3 Business Office on behalf of Mercury Voice & Data, LLC dba SuddenLink Communications, be
4 released and returned to the following name and address provided by the Applicant:

5 Mr. Laszlo S. Lerant
6 Mercury Voice & Data, LLC dba Suddenlink
7 520 Maryville Centre Drive, Suite 300
8 St. Louis, MO 63141

8 IT IS FURTHER ORDERED that this Decision shall become effective immediately.

10 BY THE ORDER OF THE ARIZONA CORPORATION COMMISSION

		
CHAIRMAN	COMMISSIONER	
		
COMMISSIONER	COMMISSIONER	COMMISSIONER



16 IN WITNESS WHEREOF, I, JODI JERICH, Executive
17 Director of the Arizona Corporation Commission, have
18 hereunto, set my hand and caused the official seal of this
19 Commission to be affixed at the Capitol, in the City of
20 Phoenix, this 19th day of May, 2015.

20 
21 JODI JERICH
22 EXECUTIVE DIRECTOR

23 DISSENT: _____

24 DISSENT: _____

25 SMO:LLM:red\CHH

26
27
28

1 SERVICE LIST FOR: Mercury Voice & Data, LLC dba SuddenLink Communications
2 DOCKET NO. T-20613A-15-0082

3 Ms. Joan S. Burke
4 Attorney for Mercury Voice & Data, LLC
5 dba SuddenLink Communications
6 Law Office of Joan S. Burke, P.C.
7 1650 North First Street
8 Phoenix, Arizona 85003

9 Mr. Steven M. Olea
10 Director, Utilities Division
11 Arizona Corporation Commission
12 1200 West Washington Street
13 Phoenix, Arizona 85007

14 Ms. Janice M. Alward
15 Chief Counsel, Legal Division
16 Arizona Corporation Commission
17 1200 West Washington Street
18 Phoenix, Arizona 85007

19 Ms. Lyn Farmer
20 Chief Administrative Law Judge
21 Arizona Corporation Commission
22 1200 West Washington Street
23 Phoenix, Arizona 85007

24
25
26
27
28

EXHIBIT 58



0000165916

BEFORE THE ARIZONA CORPORATION COMMISSION

COMMISSIONERS

SUSAN BITTER SMITH - Chairman
BOB STUMP
BOB BURNS
DOUG LITTLE
TOM FORESE

Arizona Corporation Commission

DOCKETED

AUG 26 2015

DOCKETED BY	
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LORI S. DANIELS,

COMPLAINANT,

DOCKET NO. T-01051B-14-0389

VS.

DECISION NO. 75222

QWEST CORPORATION D/B/A CENTURYLINK,
QC,

RESPONDENT.

OPINION AND ORDER

DATE OF HEARING: March 24, 2015

PLACE OF HEARING: Phoenix, Arizona

ADMINISTRATIVE LAW JUDGE: Yvette B. Kinsey

APPEARANCES: Ms. Lori Daniels, *pro per*; and
Mr. Norman G. Curtright, on behalf of Qwest Corporation d/b/a CenturyLink, QC.

BY THE COMMISSION:

Overview

This matter comes before the Arizona Corporation Commission (“Commission”) in the form of a Formal Complaint (“Complaint”) filed by Ms. Lori Daniels (“Complainant” or “Daniels”) against Qwest Corporation d/b/a CenturyLink QC (“CenturyLink” or “Respondent”).¹

The Complaint states that Daniels has been a State Farm Insurance agent for 34 years and owns and operates an insurance office in Chandler, Arizona. According to the Complaint, approximately 20 years ago, Daniels moved her State Farm insurance office from Gilbert, Arizona to Chandler, Arizona, and Daniels wanted to keep her Gilbert telephone number when she moved to her new Chandler office. The Complaint states that CenturyLink explained that it could provide a service

¹ CenturyLink was formerly known as Qwest and US West, but will hereinafter be referred to as CenturyLink.

1 that would reroute calls from Complainant's Gilbert office to her new Chandler office without
 2 changing the Gilbert telephone number and that Complainant had the option of paying for each
 3 individual call that was rerouted to her new location or she could pay a monthly charge for all calls.
 4 The Complaint states that Daniels believed this service was called Foreign Exchange ("FE"), but that
 5 Daniels later became aware that the service that allowed her to retain the same telephone number and
 6 to receive calls at her Chandler, Arizona office was called Foreign Central Office ("FCO") service.

7 The Complaint alleges that, due to advances in technology, for ten years it was not necessary
 8 for Daniels to reroute her calls using FCO services; CenturyLink failed to notify Daniels that the
 9 FCO service was no longer necessary; Daniels was "overcharged" approximately \$100 per month for
 10 10 years for FCO services; and CenturyLink's bills were misleading because they did not state the
 11 term FCO on them. The Complaint asserts that the relevant time period for which the "overcharges"
 12 occurred was from June 2001 through September 2013 when the service was discontinued.

13 The Complaint seeks recovery in the amount of \$15,330.00, plus 2% interest for a total
 14 amount of \$17,238.48.

15 CenturyLink disputes Complainant's claims and requests that the Commission dismiss the
 16 Complaint.

FINDINGS OF FACT

Procedural History

17
 18
 19 1. On November 14, 2014, Complainant filed with the Commission the above-captioned
 20 Complaint against CenturyLink, alleging that for ten years CenturyLink charged Complainant for
 21 services she did not need. The Complaint seeks relief in the form of compensation for charges paid
 22 from June 3, 2001 through September 2013 in the amount of \$15,330.00, plus two percent interest for
 23 a total amount of \$17,238.48.²

24 2. On December 5, 2014, CenturyLink filed a Motion to Dismiss ("MTD") and Answer
 25 to Formal Complaint.

26 ...

27 _____
 28 ² Complainant concedes that CenturyLink provided her with two credits, totaling \$1,195.32, and that those credit amounts should be deducted from the amount she requests in recovery.

1 3. On January 7, 2015, by Procedural Order, a procedural conference was scheduled for
2 January 21, 2015, to determine the appropriate procedural schedule for this matter.

3 4. On January 21, 2015, a procedural conference was held as scheduled. Complainant
4 appeared on her own behalf. Respondent appeared through counsel. Discussions were held regarding
5 setting a procedural schedule for this matter. It was determined that the parties would submit a joint
6 filing that included possible hearing dates. CenturyLink also requested a declaratory ruling on
7 whether A.R.S. §40-248(B) barred Complainant's recovery for "overcharges" dating back farther
8 than two years from the time the action accrued.

9 5. On January 23, 2015, Complainant filed a response to Respondent's MTD.

10 6. On January 28, 2015, CenturyLink filed a Joint Submission of Possible Hearing Dates.

11 7. On February 18, 2015, by Procedural Order, CenturyLink's request for a declaratory
12 ruling that A.R.S. §40-248(B) bars Complainant's recovery for "overcharges" dating back farther
13 than two years was held in abeyance until all evidence had been presented in this matter. Further, the
14 hearing was set to convene on March 24, 2015, and other procedural deadlines were established.

15 8. On March 13, 2015, CenturyLink filed Direct Testimony in this matter.

16 9. On March 20, 2015, Complainant filed Objections to CenturyLink's Direct Testimony.

17 10. On March 24, 2015, the hearing in this matter was held as scheduled. CenturyLink
18 appeared through counsel and Complainant appeared on her own behalf. CenturyLink and
19 Complainant presented testimony and evidence during the hearing.

20 Having considered the entire record herein and being fully advised in the premises, the
21 Commission finds, concludes, and orders that:

22 * * * * * * * * *

23 ...
24 ...
25 ...
26 ...
27 ...
28 ...

1 Summary of Claims/Responses

2 A. Complainant claims that she was “overcharged” for 10 years for FCO service
3 she did not need and that CenturyLink’s notice that FCO service was no longer
4 necessary was misleading.

5 11. Complainant states she moved her State Farm Insurance office in 1992 from Gilbert,
6 Arizona to Chandler, Arizona.³ Complainant testified that it was important to her to retain the same
7 telephone number when she moved to the new location because she had been an insurance agent for
8 12 years; she worked off referrals; and she had given the Gilbert telephone number out on many
9 business cards.⁴

10 12. It is undisputed that CenturyLink provided and Complainant paid for FCO service
11 from 1992 through August 2013.

12 13. Complainant states in 2012 she purchased a new phone system through State Farm
13 Insurance, and she began experiencing problems with her phone service.⁵ Complainant states that
14 CenturyLink technicians were called to her office “several times” because the phones wouldn’t work
15 or the phones had a lot of static on the line.⁶ Complainant contends that she discovered that the
16 problem was not with the new phone system, but that the problem was actually with her CenturyLink
17 phone line.⁷

18 14. Complainant asserts that in August 2013, after an on-site repair service call, a
19 CenturyLink technician told her office manager that the reason she was having problems with her
20 new phone system was because her calls were being rerouted.⁸ Complainant contends that the
21 CenturyLink technician said that the FCO service, being used to reroute her calls, had not been
22 needed for 10 years.⁹ Complainant states that at that time she requested compensation from
23 CenturyLink.¹⁰ Complainant stated that on previous occasions, when she experienced telephone

24 _____
25 ³ Tr. at 20.

26 ⁴ *Id.*

27 ⁵ Tr. at 36-37 and 50.

28 ⁶ Tr. at 37.

⁷ *Id.*

⁸ Tr. at 38.

⁹ Exhibit C-1 at 1.

¹⁰ *Id.*

1 issues she would talk to CenturyLink “technicians about the billing” and that she sought advice from
 2 them on whether she should “seek recompense for having no phone service.”¹¹ Complainant testified
 3 that she had been able to get compensation by having the “technician talk to the billing department”
 4 and then the billing department would contact her.¹²

5 15. Subsequently, Complainant states that she spoke to a different CenturyLink technician
 6 over the phone who confirmed that FCO service was no longer needed and that the technician stated
 7 that Complainant had been “overcharged” for the service.¹³

8 16. Complainant claims that over the past several years, she has called CenturyLink to
 9 conduct repairs on her phone, but that no other technician told her that the FCO service was no
 10 longer necessary due to advances in technology.¹⁴

11 17. Complainant states that she discontinued her FCO service in August 2013.¹⁵ After
 12 discontinuing the FCO service, Complainant states that she began contacting CenturyLink regarding
 13 the “overcharges,” and that CenturyLink provided a credit in the amount of \$105.76 on her
 14 September 4, 2013, bill.¹⁶

15 18. Complainant stated that she believed the credit amount was unacceptable due to the
 16 amount of the “overcharges” and the length of time they had been applied to her account.¹⁷
 17 Complainant asserts that from September 2013 to February 2014 she “made several attempts” to
 18 contact CenturyLink to request further compensation, but that CenturyLink failed to respond until
 19 February 2014, after she wrote a letter to the Commission.¹⁸ Subsequently, Complainant states that
 20 CenturyLink provided her with a second credit in the amount of \$1,089.56.¹⁹

21 19. Complainant believes CenturyLink should further compensate her for the 10 years she
 22 paid for FCO services that she did not need. Complainant initially sought damages in the amount of
 23

24 ¹¹ Tr. at 43.

25 ¹² *Id.* 43.

26 ¹³ Exhibit C-1 at Exhibit 1 and Tr. at 40.

27 ¹⁴ Exhibit C-1.

28 ¹⁵ Generally, Exhibit C-1.

¹⁶ Exhibit C-1 at Attachment Exhibit 4.

¹⁷ Exhibit C-1.

¹⁸ *Id.*

¹⁹ Tr. at 26.

1 \$15,330.00, plus 2% interest for a total amount of \$17,238.48.²⁰ Complainant asserted that she
 2 calculated this amount based on \$105 per month that she believed she paid for FCO services from
 3 June 2001 through September 2013.²¹ Subsequently, Complainant concurred with CenturyLink's
 4 calculation regarding the amount Complainant paid for FCO services during the relevant time
 5 period.²² CenturyLink stated that during the following time periods the FCO rates that were applied
 6 to Complainant's bills are as listed below:

7 June 1, 2001 – May 1, 2006 - \$62.75

8 May 1, 2006 – April 1, 2007- \$73.00

9 April 1, 2007 – September 1, 2013 -\$80.25²³

10 20. Based on the rates and time periods stated above, CenturyLink calculated and
 11 Complainant concurs that Complainant paid \$10,865.69 for FCO service.²⁴ Complainant states that
 12 she is now seeking relief in the amount of \$10,865.69, plus two percent interest and any applicable
 13 surcharges, and fees associated with her FCO service.²⁵ Complainant believes the credits already
 14 provided by CenturyLink, totaling \$1,195.32 should be deducted from any amount granted by the
 15 Commission.

16 21. In response to CenturyLink's Motion to Dismiss the Complaint, Complainant asserted
 17 that she believes the rates CenturyLink charged for its FCO services were excessive.²⁶ Complainant
 18 contends that the rates for FCO service constituted approximately 19-24 percent of the charges on her
 19 monthly bill.²⁷

20 22. Complainant disputes CenturyLink's claim that she was notified when FCO service
 21 became no longer necessary. Complainant states that, she recalls receiving a letter, in approximately
 22 2001, from CenturyLink which referenced FCO services.²⁸ However, Complainant states that she
 23 only read the first paragraph of the letter and concluded that she did not have FCO services because

24 ²⁰ Exhibit C-1 at 3.

25 ²¹ *Id.* at 2.

26 ²² Tr. at 26.

27 ²³ Tr. at 26, Exhibit R-3 at 11, and Exhibit R-3 at Attachment RP-5.

28 ²⁴ Exhibit R-3 at Attachment RP-5 and Tr. at 26.

²⁵ Tr. at 17-18.

²⁶ Exhibit C-3 at 4.

²⁷ *Id.*

²⁸ Tr. at 32.

1 she had never heard the term and that the term was not on her bills.²⁹ Complainant asserts that she
 2 didn't know the name of the service that rerouted her calls until September 2013 when she spoke with
 3 a CenturyLink technician who called the service FE.³⁰ Complainant states that she did not know she
 4 was a subscriber to FCO services because she never heard the term and didn't understand what it
 5 meant.³¹ Complainant testified that although the letter she received may have stated that "as a
 6 current subscriber of foreign central office services you can benefit from this new technology," she
 7 thought the letter had been sent to her by mistake and that consequently she threw the letter away.³²
 8 Complainant asserts that when she read the letter and it referred FCO, she thought it meant foreign
 9 like in Mexico.³³ Further, Complainant asserts that CenturyLink's own witness stated that the term
 10 FCO is "telco jargon" and that it's not a term used with customers.³⁴ Complainant alleges that
 11 CenturyLink's use of the term FCO in the notification letter was misleading because the term was not
 12 used on the bills CenturyLink sent to customers.³⁵

13 23. Complainant asserts that although CenturyLink claims it sent a series of three letters to
 14 each customer using FCO services, CenturyLink failed to prove that she received all three of the
 15 notification letters.³⁶ Complainant also asserts that she doesn't recall receiving three letters.³⁷
 16 Further, Complainant objects to the three notification letters CenturyLink offered as proof that FCO
 17 customers had been notified because CenturyLink didn't prove those were the same letters that she
 18 received and she contends that one of the letters didn't apply to her because it referenced the Tucson
 19 area.³⁸

20 24. Complainant asserts that when CenturyLink used "teleco jargon" in the letters that
 21 were sent out to customers discussing discontinuing FCO service, it was misleading because
 22 CenturyLink never used the term FCO to sign her up for the service.³⁹ Complainant contends that

23 ²⁹ Tr. at 33.

24 ³⁰ Exhibit C-1 at 2.

25 ³¹ Tr. at 34.

26 ³² *Id.*

27 ³³ *Id.* at 33.

28 ³⁴ *Id.* at 34.

³⁵ *Id.* at 33-34, 52.

³⁶ *Id.* at 36.

³⁷ *Id.*

³⁸ *Id.* at 53.

³⁹ *Id.* at 52.

1 because CenturyLink didn't use the term FCO on its bills it was "wrong and misleading for them to
2 send out a letter using a term they never used in any other form."⁴⁰ Complainant asserts that she does
3 not believe CenturyLink was straightforward in its business dealings with her as a consumer.⁴¹

4 25. Complainant also objects to CenturyLink's assertion that A.R.S. §40-248 applies.⁴²
5 Complainant believes that CenturyLink's use of telco jargon was misleading and therefore the statute
6 of limitations set forth in § 40-248(B) should not apply.⁴³

7 **CenturyLink's Response**

8 26. CenturyLink disputes Complainant's claim that she was "overcharged" for 10 years
9 for FCO service. CenturyLink asserts that Complainant ordered FCO service, used the service, the
10 service was billed according to CenturyLink's tariffs on file with the Commission, and that
11 CenturyLink has acted in accordance with the law.⁴⁴

12 27. CenturyLink's witness explained that the FCO service, used by Complainant, allowed
13 her calls to be rerouted from CenturyLink's Gilbert switching office over a dedicated circuit of
14 approximately five miles to the CenturyLink's Chandler switching office, and then from the Chandler
15 switching office to Complainant's Chandler office.⁴⁵ The witness explained that the FCO service
16 Complainant received through 2013 still exists, except that now the functionality is executed using
17 software called Location Number Portability ("LNP") instead of physical equipment and facilities.⁴⁶

18 28. According to CenturyLink,
19 *After the Telecommunications Act of 1996, companies like CenturyLink were*
20 *ordered to deploy LNP in connection with the onset of competition in the*
21 *marketplace for local exchange telephone service. LNP was viewed as*
22 *something that would advance competition by allowing customers to retain their*
23 *telephone numbers when changing to an alternative provider of local exchange*
24 *service. The type of LNP technology used in connection with porting numbers*
between different carriers is referred to as "Provider Number Portability." The
[Federal Communications Commission] specifically mandated the deployment of
*Provider Number Portability. . .*⁴⁷

25 ⁴⁰ Tr. at 52

⁴¹ *Id.* at 54.

26 ⁴² *Id.* at 53.

⁴³ *Id.*

27 ⁴⁴ Exhibit R-3 at 2.

⁴⁵ *Id.*

28 ⁴⁶ *Id.* at 4.

⁴⁷ *Id.*

1 29. CenturyLink's witness explained that the Federal Communications Commission
2 ("FCC") did not mandate that providers like CenturyLink offer LNP, but that "CenturyLink's
3 predecessor US West voluntarily made the decision to develop and implement LNP subsequent to the
4 deployment of Provider Number Portability."⁴⁸

5 30. CenturyLink states that LNP was deployed in the Phoenix area beginning in 1999.⁴⁹

6 31. CenturyLink's witness testified that she was the manager responsible for
7 implementing LNP for retail and wholesale customers, in Phoenix, Arizona in May of 1999.⁵⁰ The
8 witness stated that prior to implementing LNP, CenturyLink's predecessor identified all customers
9 who subscribed to FCO service and that a series of letters were mailed out over several months to
10 FCO customers alerting them to the option of discontinuing FCO service and using LNP service.⁵¹

11 32. As evidence, CenturyLink provided three notification letters that CenturyLink states
12 were sent to all subscribers of FCO service which informed them that they could switch from FCO to
13 LNP and that FCO customers would be given a credit for their FCO service retroactive to April 10,
14 2000.⁵² The witness testified that the form letters, attached hereto and incorporated herein as Exhibit
15 A, are representative of the notification letters sent out to FCO customers; that Respondent used a
16 template for the letters; and that the letters did not vary in wording from implementation city to
17 implementation city.⁵³ The witness testified that the "letters were mailed to Ms. Daniels and that
18 many customers that were similarly situated did respond and have their FCO discontinued and their
19 number location ported," using LNP.⁵⁴ The witness also testified that the letters were sent as a
20 separate mailing addressed just to those customers that had FCO service in the areas where
21 CenturyLink implemented LNP.⁵⁵ CenturyLink's witness stated that the letters did not include any
22 advertising and directly addressed the situation of FCO and the opportunity for customers to port
23 their numbers.⁵⁶

24 ⁴⁸ Exhibit R-3 at 5.

25 ⁴⁹ *Id.* at 4.

26 ⁵⁰ Tr. at 56 and Exhibit R-2 at 3.

27 ⁵¹ Exhibit R-2 at 5.

28 ⁵² *Id.*

⁵³ Tr. at 57.

⁵⁴ *Id.*

⁵⁵ *Id.*

⁵⁶ *Id.*

1 33. The notification letters instructed customers to contact CenturyLink via fax, mail, or
2 by telephone to authorize switching from FCO to LNP service.⁵⁷

3 34. CenturyLink disputes Complainant's claim that she never heard the term FCO before
4 September 2013 and that using the term in the notification letters was misleading. In support of its
5 position, CenturyLink points to Complainant's statement that she recalled receiving one of the
6 notification letters that referenced FCO services in 2001.⁵⁸ CenturyLink also contends that even if
7 Complainant never heard the term FCO, the notification letters mailed to her explained the type of
8 service she was receiving and that the language in the notification letters is almost verbatim to the
9 way Complainant explained the service she has been receiving from CenturyLink in the Complaint.⁵⁹

10 35. CenturyLink stated that it is common for customer service to use non-technical terms
11 and to avoid "telco jargon" when talking with customers.⁶⁰ Further, CenturyLink asserts that the fact
12 that an order was discussed in lay terms instead of tariff terminology "is no basis to allow a claim of
13 lack of knowledge or deception 20 years later."⁶¹

14 36. In response to Complainant's assertion that she believed the notification letters did not
15 apply to her, CenturyLink points out that all three of the letters explicitly contained the language "you
16 are a subscriber to FCO service;" that even if Complainant didn't know the term FCO, the letters
17 conveyed that she was being impacted; that Complainant made no attempt to verify why she was
18 receiving the notice letters for services she believed she did not authorize; and that the final
19 notification letter explained FCO service in laymen's terms.⁶²

20 37. CenturyLink's witness explained that although one of the letters the Company
21 submitted into evidence referenced Tucson, that due to records being retained for only seven years,
22 the Company did not keep examples of every single letter that was sent out, but that the mailings to
23 Phoenix customers would have referenced Phoenix instead of Tucson.⁶³

24 38. CenturyLink contends that it was reasonable for the Company to conclude that

25 ⁵⁷ Exhibit R-2 at CB-1.

26 ⁵⁸ Tr. at 31.

27 ⁵⁹ Exhibit R-3 at 13.

⁶⁰ *Id.* at 6.

⁶¹ *Id.*

⁶² *Id.* at 13.

28 ⁶³ Tr. at 58.

1 Complainant or customers who did not respond to the notification letters wanted to keep their FCO
2 services and that pursuant to Article 20 of the A.A.C. (slamming and cramming rules), the Company
3 could not switch Complainant’s FCO service to LNP without her explicit authorization to do so.⁶⁴

4 39. In response to Complainant’s statements that CenturyLink should have contacted her
5 by phone to request she make the change to LNP, CenturyLink’s witness stated that during his
6 twenty-five years doing regulatory work, he could not recall a time when the Commission did not
7 require the Company to provide changes in service in writing and that those changes be sent via U.S.
8 Mail.⁶⁵

9 40. CenturyLink argues that Complainant ignored the letters to her peril, and that she
10 wasn’t “overcharged,” but was neglectful.⁶⁶

11 41. CenturyLink disputes Complainant’s claim that repair technicians are trained to
12 discuss billing matters. CenturyLink states that repair technicians “would typically not be versed in
13 billing matters;” that discussing billing is outside the scope of repair technicians’ protocol; that repair
14 calls require different systems and processing than billing; and that customers wishing to discuss
15 billing would be referred to the business office.⁶⁷

16 42. As discussed above, the parties agree that Complainant paid \$10,865.69 (including
17 fees, surcharges, taxes and 11 percent interest) from June 1, 2001 through September 1, 2013.
18 CenturyLink request that the Commission dismiss the Complaint and that Complainant not be
19 compensated beyond the (\$105.76 and \$1,089.56) in credits that CenturyLink has already supplied.⁶⁸

20 ...
21 ...
22 ...
23 ...
24 ...
25 ...

26 ⁶⁴ Exhibit R-3 at 14 and Tr. at 71.

27 ⁶⁵ Tr. at 92.

⁶⁶ *Id.* at 97.

⁶⁷ *Id.* at 75 and Exhibit R-3 at 12.

28 ⁶⁸ Exhibit R-3 at 16.

1 **B. Complainant claims that CenturyLink violated A.A.C. R14-2-508 when it failed**
 2 **to delineate FCO service on Complainant's telephone bills and that**
 3 **CenturyLink's failure to do so was deceptive as defined in A.R.S. §§ 13-2201 and**
 4 **2202.**

5 43. Complainant asserts that CenturyLink violated A.A.C. R14-2-508 when it failed to
 6 delineate FCO services on her monthly telephone bill.⁶⁹ Complainant asserts that A.A.C. R14-2-508
 7 requires telephone utilities, at a minimum, to delineate "any monthly charge for requested service and
 8 that any miscellaneous charges and credits be shown separately."⁷⁰ Complainant further alleges that
 9 CenturyLink "misrepresented" the charges on her utility bill in violation of A.R.S. § 13-2201 because
 10 the term FCO is not defined on the Commission's website or in the Arizona Administrative Code.⁷¹
 11 Complainant further contends that CenturyLink's failure to delineate FCO charges on her telephone
 12 bills amounts to deceptive business practices in violation of A.R.S. § 13-2202(A)-(B).⁷²

13 44. Complainant asserts that during the time period she had FCO services, she paid
 14 hundreds of CenturyLink bills and that she assumed the FCO service was on the bill, but that the
 15 FCO terminology was never shown on the bill.⁷³

16 **Company Response**

17 45. CenturyLink contends that it was not deceptive in its billing and that at all times
 18 CenturyLink was in compliance with Commission approved tariffs, the Arizona Administrative Code
 19 and Arizona Revised Statutes.⁷⁴

20 46. CenturyLink contends that although the term FCO did not appear on Complainant's
 21 bill, the individual elements associated with providing FCO service did appear on the telephone bills
 22 and that those elements accurately reflect what CenturyLink is authorized to charge based on its
 23 tariffs on file with the Commission.⁷⁵ Further, CenturyLink asserts that there is no dispute
 24

25 ⁶⁹ Exhibit C-2 at 2.

26 ⁷⁰ *Id.*

27 ⁷¹ *Id.*

28 ⁷² Complainant's allegations regarding A.R.S. 13§§ 2201- 2202 relate to fraud and will not be addressed in this Complaint proceeding.

⁷³ Tr. at 29.

⁷⁴ *Id.* at 71.

⁷⁵ Exhibit R-3 at 7.

1 Complainant requested FCO service and that she paid a monthly fee for the service over many years
2 and never disputed the charges.⁷⁶

3 47. CenturyLink disputes Complainant's claim that it "misrepresented" its services
4 because the term FCO is not defined under the definitions listed on the Commission's website or
5 under Arizona Administrative Code Rules and Regulations. CenturyLink asserts that in regards to
6 billing customers for services it is bound by the requirements set forth in A.R.S. § 40-365⁷⁷ and
7 A.A.C. R14-2-1115(C)⁷⁸ and as defined in R14-2-501.20,⁷⁹ which requires that services be billed
8 according to a Company's tariffs.⁸⁰

9 48. CenturyLink argues that the FCO codes reflected on its bills can be cross referenced
10 with its tariffs on file with the Commission.⁸¹ CenturyLink argues that its bills are not deceptive for
11 failing to using the term FCO and that in fact the Company's telephone bills detail each components
12 of FCO service and the bill provides greater detail than if the bill just stated FCO.⁸²

13 49. In support of its argument, CenturyLink submitted evidence, attached hereto as
14 Exhibit B and Exhibit C and incorporated herein, which purports to show the details provided on
15 Complainant's bill for FCO service and the Company's related tariff. According to CenturyLink's
16 witness, Complainant's FCO service is comprised of four billing elements.⁸³ CenturyLink marked

17 _____
18 ⁷⁶ Exhibit R-3 at 6.

19 ⁷⁷ A.R.S. § 40-365 states that:

20 Under rules and regulations the commission prescribes, every public service corporation shall file with
21 the commission, and shall print and keep open to public inspection, schedules showing all rates, tolls,
22 rentals charges and classifications to be collected or enforced, together with all rules, regulations,
23 contracts, privileges and facilities which in any manner affect or related to rates, tolls rentals,
24 classifications or services.

25 ⁷⁸ A.A.C. R14-2-1115 (C) states that:

26 Each telecommunications company governed by this Article shall file with the Commission current
27 tariffs, price levels, and contracts that comply with the provisions of this Article and with all Commission
28 rules, orders, and all other requirements imposed by the laws of the state of Arizona.

1. Current tariffs for competitive services shall be maintained on file with the Commission pursuant to
the requirements of A.R.S. § 40-365.

2. Current price levels for competitive services shall be filed with the Commission pursuant to the
requirements of R14-2-1109(B).

⁷⁹ A.A.C. R14-2-501.20 defines tariffs as:

The document filed with the Commission which list the utility services and products offered by the utility
and which set for the terms and conditions and a schedule of the rates and charges for those services and
products.

⁸⁰ Exhibit R-3 at 8.

⁸¹ *Id.* at 9.

⁸² *Id.*

⁸³ Tr. at 77.

1 Exhibit B to show that Complainant's FCO service included the following elements: Billing Element
 2 1- Fixed Mileage Rate; Billing Element 2- Loop Start Signaling; Billing Element 3- Network Access
 3 Channel; and Billing Element 4- Transport Channel-Per Mile Rate. Page 2 of Exhibit B shows a
 4 page from CenturyLink's tariff that corresponds to the billing elements listed for FCO service.
 5 CenturyLink's witness testified that each billing element has a code (shown on Exhibit B) that relates
 6 to CenturyLink's tariff on file with the Commission.⁸⁴ According to the witness, when Exhibit B
 7 (Complainant's bill) is read in conjunction with Exhibit C (the Company's tariff), each of the billing
 8 elements associated with FCO service is described in detail.⁸⁵

9 50. CenturyLink's witness stated that Billing Elements 1 and 4 (marked on Exhibit B)
 10 refer to the cost to transport FCO service between the Complainant's Chandler and Gilbert office, and
 11 is a per mile charge.⁸⁶ The witness stated that Billing Element 3 (network access channel) refers to
 12 the dedicated copper line used to transport calls from CenturyLink's switching office to
 13 Complainant's Gilbert office.⁸⁷ The witness further explained that Billing Element 2 (loop start
 14 signaling) refers to functionality of how the signal is carried across the circuit based on the type of
 15 equipment the customer is using.⁸⁸

16 51. CenturyLink's witness stated that Complainant could have reviewed the Company's
 17 tariffs to understand her bill, or Complainant could have called the Company and asked them to
 18 explain the bill to her.⁸⁹

19 52. According to CenturyLink's witness, the development of customer bills and their
 20 format is a collaborative effort between the Company's various marketing groups as well as technical
 21 persons.⁹⁰

22 ...

23 ...

24 ...

25 ⁸⁴ Tr. at 77-78.

26 ⁸⁵ *Id.*

26 ⁸⁶ *Id.*

27 ⁸⁷ *Id.* at 78.

27 ⁸⁸ *Id.* at 77-78.

27 ⁸⁹ *Id.* at 79.

28 ⁹⁰ *Id.* at 83.

1 53. CenturyLink stated that pursuant to A.R.S. § 40-365 its tariffs are available at its
2 offices, on the ACC website, and online on both the Company's website and in telephone directories
3 sent electronically on the internet.⁹¹

4 54. It is undisputed that the tariff submitted as evidence in Exhibit C represents
5 CenturyLink's Commission-approved tariff for FCO services.

6 **C. Complainant claims CenturyLink failed to respond to the Complaint in a timely**
7 **manner.**

8 55. Complainant alleges that CenturyLink failed to respond to this Complaint in a timely
9 manner because she spent more than six months "attempting to have CenturyLink deal with this
10 Complaint, but to no avail."⁹²

11 56. In support of her position, Complainant provided a timeline which stated the
12 following:

13 August 2013- Complainant was informed that FCO service had not been needed for 10
years.

14 September 2013- CenturyLink provided Complainant with a one-time credit.

15 September 2013 thru February 2014- Complainant states she made several attempts to
16 contact CenturyLink through email and phone to resolve this matter.

17 February 2014- CenturyLink's representative contacted Complainant and offered one
year of credit for the FCO service. Complainant rejected the offer.

18 April 2014- CenturyLink offered a second settlement.

19 June 2014- Complainant made a counter offer to the second settlement offer.

20 October 2014- Complainant received three letters provided by CenturyLink to the
21 Commission which stated that FCO service was no longer necessary.⁹³

22 57. Complainant contends that only after she sent a letter to the Commission, CenturyLink
23 responded to her with a settlement offer.⁹⁴

24 **CenturyLink Response**

25 58. CenturyLink disputes Complainant's claim that the Company was unresponsive to her
26 requests for retroactive credit for FCO services.

27 ⁹¹ Exhibit R-3 at 9-10 and Tr. at 89.

⁹² Exhibit C-2 at 1.

⁹³ Exhibit C-1 at Exhibit 1.

28 ⁹⁴ Exhibit C-2 at 1.

1 59. CenturyLink's witness stated that Complainant contacted the Company to discontinue
2 FCO services in August of 2013 and that CenturyLink made the change to remove the service from
3 Complainant's account in the same month.⁹⁵ CenturyLink states that once it received the necessary
4 authorization from Complainant to discontinue the FCO service it acted quickly; no further FCO
5 service charges accrued to Complainant's account after the authorization to discontinue service; and
6 that the delays Complainant complains of are only related to her belief that she was entitled to a
7 credit for amounts she had previously paid.⁹⁶

8 60. According to CenturyLink's witness, where parties each have " a strong belief in the
9 validity of its position, . . . each party takes whatever time it believes it needs to fully consider and
10 respond to any proposals and counter proposals."⁹⁷ The witness stated that in the case of the second
11 settlement offer made to Complainant, it was nearly six weeks before the Company received a
12 response from her.⁹⁸

13 61. CenturyLink states that Complainant has not cited any statute or rule that the
14 Company has violated in relation to the timelines in dealing with this matter.⁹⁹

15 **Analysis**

16 62. Pursuant to A.R.S. § 40-246, the Commission has jurisdiction over the Complaint filed
17 in this matter.

18 63. A.R.S. § 40-248 provides that:

19 When a complaint is made and where the Commission finds after
20 investigation, that a corporation has made an excessive or discriminatory
21 charge, the commission may order that corporation to make reparation to
22 the complainant with interest at the legal rate from the date of collection, if
23 no discrimination will result from such reparation.

24 64. The courts have held that reparations for excessive charges are only required where
25 the carrier has enforced rates in excess of those prescribed by the Commission.¹⁰⁰ Additionally,
26 A.A.C. R14-2-508 (D) requires that each utility bill customers under its applicable tariff, but does not
27 relieve a customer who fails to receive the bills or notices from becoming delinquent and does not

26 ⁹⁵ Exhibit R-3 at 14.

26 ⁹⁶ *Id.*

27 ⁹⁷ *Id.* at 14-15.

27 ⁹⁸ *Id.* at 15.

28 ⁹⁹ *Id.*

28 ¹⁰⁰ See, *El Paso & S. W. R. Co. v. Arizona Corp. Commission*, D.Ariz. 1931, 51 F.2d 573.

1 relieve the customer of his obligations therein, if the bills or notices have been properly placed in the
2 U.S. Mail.

3 65. Complainant alleges that she was overcharged for FCO service she did not need;
4 CenturyLink's notice that FCO services were no longer necessary was misleading; and that the rates
5 CenturyLink charged Complainant for FCO service were excessive.

6 66. The evidence shows that Complainant opened and paid all CenturyLink bills related to
7 the FCO service for her State Farm insurance office.¹⁰¹ Further, Complainant testified that she looks
8 at her CenturyLink bill every month and that if her bill is "\$5 more than the last month" she tries to
9 determine why.¹⁰² Complainant stated that at one time her bill was \$455 per month and that she
10 called CenturyLink to see if she could lower the bill and that her phone bill went down to \$355 per
11 month.¹⁰³ Complainant estimates that she has paid hundreds of CenturyLink bills; that she assumed
12 she was paying for FCO service; and that on several occasions she received calls from CenturyLink's
13 billing department to review her bill to see if her bill could be lowered.¹⁰⁴ Complainant further
14 testified that on occasion she had worked with CenturyLink's billing department to get compensation
15 when her telephone service wasn't working.

16 67. Complainant owns and operates an insurance company that employs three employees.
17 Complainant was aware of what procedures she needed to follow to get questions answered about her
18 bill and employed those procedures throughout her time as a CenturyLink customer. Complainant
19 never disputed her FCO service with CenturyLink and stated that she assumed that she paid for the
20 service each month. Complainant failed to inquire about her FCO service even after she received the
21 letter stating she was a subscriber to FCO service and that she could benefit from switching to LNP.

22 ...

23 ...

24 ...

25 ...

26

27 ¹⁰¹ Tr. at 26 and 27.

¹⁰² *Id.* at 28.

¹⁰³ *Id.* at 30.

28 ¹⁰⁴ *Id.* at 29-30.

1 68. While it may be the case that CenturyLink's efforts to provide notice regarding the
2 switch from FCO to LNP were *technically correct*, we believe that as a public service corporation
3 CenturyLink should have done more to ensure that Complainant was aware of the change. It is
4 reasonable to conclude that since Complainant's bill contained no reference to FCO, the Complainant
5 would not necessarily understand that a notice discussing FCO applied to her. At some point over the
6 course of these events, it would have been appropriate for CenturyLink to lay out what specific line
7 items on the Complainant's bill made up the FCO service. For this reason we believe some
8 compensation is appropriate. Complainant sought a refund of \$10,865.69 plus 2% interest. Given
9 the circumstances of this case we believe compensation equal to half that amount (\$5,432.85) less the
10 credits already received (\$105.76 and \$1,089.56) is appropriate. Therefore we direct CenturyLink to
11 provide Complainant a refund of \$4,237.53. We decline to award interest.

12 69. Complainant did not demonstrate that the rates CenturyLink charges for its FCO
13 service were in excess of the Company's Commission-approved tariff.

14 70. Complainant also alleges that CenturyLink violated A.A.C. R14-2-508 because it
15 failed to delineate FCO on its bills. The evidence shows that CenturyLink's bills provide each
16 detailed element associated with FCO service and that those elements correspond to CenturyLink's
17 tariffs. Therefore, we do not find that CenturyLink's bills failed to delineate Complainant's FCO
18 services.

19 71. Further, we find that Complainant did not show that CenturyLink did not respond to
20 this Complaint in a timely manner.

21 72. Based on the evidence presented in this matter, we find that CenturyLink did not
22 violate any statute or rule related to Complainant's claims.

CONCLUSIONS OF LAW

24 1. CenturyLink is a public service corporation pursuant to Article XV of the Arizona
25 Constitution and A.R.S. §§ 40-246 and 361.

26 2. The Commission has jurisdiction over CenturyLink and over the subject matter of the
27 Compliant.

28 3. It is in the public interest to grant Complainant relief in the amount of \$4,237.53.

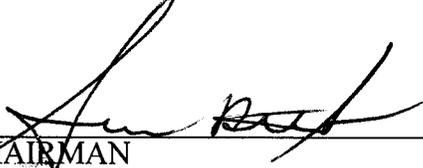
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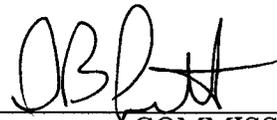
ORDER

IT IS THEREFORE ORDERED that Lori S. Daniels is granted relief in the amount of \$4,237.53.

IT IS FURTHER ORDERED that this Decision shall become effective immediately.

BY ORDER OF THE ARIZONA CORPORATION COMMISSION.

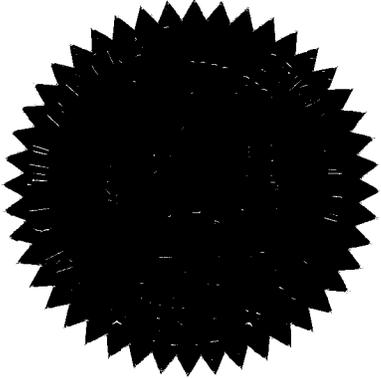

CHAIRMAN


COMMISSIONER


COMMISSIONER


COMMISSIONER


COMMISSIONER



IN WITNESS WHEREOF, I, JODI JERICH, Executive Director of the Arizona Corporation Commission, have hereunto set my hand and caused the official seal of the Commission to be affixed at the Capitol, in the City of Phoenix, this 26th day of August 2015.


JODI JERICH
EXECUTIVE DIRECTOR

DISSENT _____

DISSENT _____
YK:tv

1 SERVICE LIST FOR: LORI S. DANIELS VS. QWEST CORPORATION
2 D/B/A CENTURYLINK, QC.

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